Cameroonian American Military Professionals
C.A.M.P
Support & Service 4 Life

ARTICLE I
NAME OF ORGANIZATION

Cameroonian American Military Professionals (CAMP)

ARTICLE II
CORPORATE PURPOSE

Section 2.1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, 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 2.2. Specific Objectives

Purpose. A professional networking public 501(c)(3) charity for past and present service members of Cameroonian heritage who are veterans of the U.S. Military. The specific objectives are for members to collaborate and:

1) Assist each other in our professional development
2) Provide a social platform for camaraderie and shared heritage
3) Reduce strife in the region of origin through humanitarian outreach initiatives
4) Foster community-based activities in support of service members, their families, and the community.

ARTICLE III
MEMBERSHIP

Section 3.1a. Eligibility for Membership

Membership is open to all past and present service members of Cameroonian heritage in the U.S. Military. Only registered members in good standing are eligible to vote and participate in decision-making. A grace period of 3 months is required on members before they're eligible to vote or reap any benefits.

Section 3.1b. Enrollment/ Onboarding

1. Establish a set quarter in the year for new member enrollment which will be followed by new member orientation.
2. CAMP will provide new members with a " New member's Orientation Kit".
3. Enforce a probation period of 3 months for new members
4. All members who join any chapter must register with CAMP National

Section 3.2a. Annual Dues

The amount required for annual registration shall be $100 for enlisted (past & present) and $105 for officers (past & present) each year unless changed by a majority vote of the members at an annual meeting of the full membership during a voting year.

Members are required to pay membership dues in November, no later than the 7th day of the month. Continued membership is contingent upon being up–to–date on membership dues.

1. Annual registration for existing/current members included $70 for annual convention fees. The convention will be free to all registered members; however, registered members who chose not to attend the annual convention will not be issued a refund on their annual registration fee.
2. Members who have paid their registration for future years will not be required to adjust payment to meet the new registration dues.
3. Annual registration drive will be organized 1 month a year.

Section 3.2b. Death Contributions

1. In the event of the death of a registered member of CAMP, each member is required to contribute $15 to support the member's family. Amount contributed will be used to purchase a wreath, and the remainder funds will be issued to the next of kin. A member who fails to contribute as stated will be placed in a non-compliant status and forfeit all membership benefits until the said contribution is paid in full.

2. In the event of the death of an immediate family member (mother, father, child or spouse) of a registered member, each member is required to contribute $15 to support the member's family. Amount contributed will be used to purchase a wreath, and the remainder of the funds will be issued to the affected member. A member who fails to contribute as stated will be placed in a non-compliant status and forfeit all membership benefits until the said contribution is paid in full.

3. When a member in non-compliant status loses a loved-one, he/she is not eligible for contribution. The member can pay his/her dues in full to become compliant but will not receive any benefit for the death that occurred when the member was non-compliant.

Section 3.2c. Other Contributions

1. Once every year in the month of November, a free will donation will be requested

from members to provide care packages for deployed members who will not be home for Christmas. Proof of deployment will be required for verification of deployment status.

2. CAMP will seek contribution and sponsorship to organize charity to Cameroon (at least once annually)

3. Once every year, CAMPers will donate a minimum of $70 dollars mandatory towards the annual conventions fund. This amount is collected along with registration directly.

Section 2d. Insurance

The Corporation shall have the power to enter into an agreement or partnership with an insurance company on behalf of its members for individual or group insurance policies as deemed necessary by the Board and registered members. Each registered member who enters into such agreement will be responsible for all premiums, monthly or annual payments into his/her policy.
Non-registered members do not qualify for insurance benefits, or to enter any insurance policy under CAMP.

Section 3.3. Rights of Registered Members

1. Voting **(See Annex A Elections SOP)**
2. Elect the Board of Directors and Elected Officials every two years.
3. Eligible to benefit from the services provided by CAMP committees and funds

Section 3.4. Resignation and Termination

Any member may resign without prior notice. Resignation shall not relieve any charges previously accrued. A member can have their membership terminated by a majority vote of the voting members or following a case of misconduct.

Section 3.5. Non-voting Membership

All members who are not in current registration status are considered non-voting members and are ineligible to vote and participate in decision-making or CAMP services. Non-voting members may attend CAMP-organized events and may be subjected to the non-member

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.1a. Regular and Annual Meetings

One regular meeting of members will take place once a year during the annual gathering in the month of November. The specific date, time, and place will be designated by a majority

vote of the general assembly.
Once every other year, the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

1. The National Executive Committee (NEC) should meet once a quarter, officially, with the executives of all established chapters (at a minimum - President, VP, Secretary, and Treasurer). This meeting will inform Chapters of the State of CAMP, ongoing priorities, and most importantly listen to the state of the Chapters and where NEC may be able to assist, where applicable.
2. The NEC will organize virtual quarterly General Assembly to inform members of the state of the organization.
3. The NEC will organize DOD and important encompassing topics/Zoom session quarterly (include all branches) including but not limited to SHARP, transitioning medical systems, SGLI and insurance post-service time, entrepreneurship, adjusting from deployment /prepping for one and suicide prevention.

Section 4.1b Convention

1. Chapters will have at least one year of existence to host the CAMP national convention.
2. Convention host shall follow the guidance that meets CAMP intents:
    a. CAMP will support the chapter hosting the convention and funds raised during the convention shall be returned to CAMP National for accountability
    b. Convention after action review and report will be conducted no later than 2 weeks after the convention.
3. Convention sponsorship will follow the SOP to solicit all sponsors.
4. Chapters will work with National Executives before major transactions towards convention are made.
5. Chapters will conduct initial deliberation meetings with NEC for convention CONOP.

Section 4.2. Special Meetings

Special meetings may be called by the Board Chair, the President, or a simple majority of the Executive Committee or board of directors. A petition signed by fifteen percent (15%) of voting members may also call a special meeting.

Section 4.3. Notice of Meetings

Notice of each meeting shall be given to each voting member, electronically or hard copy, not less than one week prior to the meeting.

Section 4.4. Quorum

A quorum for a meeting of the members shall consist of the active members present virtually if the meeting is online or physically if the meeting is in person. Hybrid meetings will consider members present both online and in-person.

Section 4.5. Voting

All issues to be voted on shall be decided by a simple majority of voting members physically present at the meeting in which the vote takes place.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors and Executive Committee, cumulatively referred to as the Management Board. The Management Board shall have control of and be responsible for the management of the affairs and property of the Corporation. The general purpose of the BOD shall be outlined in its Charter (See Annex E).

Section 5.2. Number, Tenure, Requirements, and Qualifications of Board of Directors

1. The number of Directors shall be fixed from time to time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) and excluding the NEC.
2. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All matters of the Board of Directors must be approved by a majority vote of the members present and voting.
3. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
4. Each member of the Board of Directors shall be a member of CAMP and in good standing on membership dues and other financial responsibilities as stated in Article III.
5. Each member shall hold an office position for up to a two year term non-renewable.
6. Each member of the Board of Directors shall attend at least 90 percent (90%) of the monthly meetings of the Board per year.

Section 5.3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of

November of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors 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 of Directors no less than seven (7) days, prior to the meetingdate.

Section 5.4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meetings of the Board called by them.

Section 5.5. Notice of Meeting

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods, or written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of, any regular meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these by-laws.

Section 5.6. Quorum

The presence in person of a majority of current members of the Board of Directors 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 of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 5.7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by November 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors 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 14 of this Article in theseby-laws.

Section 5.8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular in-person

or virtual meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 5.9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 5.10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by **two-thirds ($^2/_3$)** of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 5.11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business if in their judgment the best interests of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 5.12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Management Board annually 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 Management Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the

Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 5.13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 5.14. Removal

Any member of the Board of Directors or members of the Advisory Council may be removed with probable cause, by a vote of two-third (2/3) of the members of the Board of Directors. The presence in person of a majority of current members of the Board of Directors 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 of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

ARTICLE VI
OFFICERS

Section 6.1. President & Chief Executive Officer

The President shall preside at all meetings of the membership. The President shall have the following duties:

1. Shall preside at all meetings of the Executive Committee.
2. Shall have general and active management of the business of the Advisory Board.
3. Shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
4. Shall have the general superintendence and direction of all other officers of this corporation and see that their duties are properly performed. To include chapter presidents and their executive committee
5. Have general superintendence of the affairs of the National allowing local chapters the ability to independently manage their own affairs.
6. Shall share reports of the operations of the program for the fiscal year with the BOD. He shall leverage the Advisory Council for advise where it needs clarity and report to the BOD all matters that may affect this program.
7. Shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 6.2. Vice President

The Vice-President shall be vested with all the powers and shall perform all the duties of

the President during the absence of the latter. The Vice-President's duties are as follows: shall have the duty of chairing their respective committee and such other duties as may, from time to time, be determined by the Management Board.

Section 6.3. Secretary General

The Secretary General shall attend all meetings of the Board of Directors and of the Executive Committee, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

1. A liaison for meetings, minutes and other communications deemed by the Management Board between the Board and the General assembly.
2. Shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
3. Collaboration with the Executive Council shall decide for all meetings of the Board, including the annual meeting of the organization.
4. Shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
5. Shall perform all official correspondence from the Board as may be prescribed by the Board or the President.
6. The Secretary General shall be responsible for the regulatory requirements under applicable state and federal statutes as it relates to the organization.
7. The Secretary General shall maintain custody of the organization's articles, emblems and artifacts.
8. The Secretary General shall ensure the proper functioning of the organization's online tools to ensure they are always available, secured and without compromise.

Section 6.4. Financial Officers

The Finance office is managed by the Treasurer and Financial Secretary and duties collaboratively consist of:

1. Managing all funds raised and with approval by the Board issue checks with at least one other signature by the president or a board member.
2. Present a complete and accurate report of the finances raised and expenditures at each meeting of the members, or at any other time upon request to the Board.
3. Have the right of inspection of the funds, including budgets and subsequent audit reports.
4. It shall be the duty of the Treasurer and Financial Secretary to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
5. Performing such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

Section 6.5. Public Relations Officer (PRO)

1. Shall create and coordinate community partnerships, engagements and service opportunities.
2. Shall create opportunities for members to register, engage and foster CAMPs agenda.

Section 6.6. Election of Officers

A Nominating Committee will be established each voting year comprising at least one Board of Director, one Executive Officer, and one Registered Member. Interested registered members will declare their interest to run for office to the Nominating Committee within the allocated time period by the committee. The committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting or virtually prior to the meeting as determined by the majority of the Nominating Committee. The election shall be held every other year. Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the annual meeting. Officers of the Executive Committee shall serve a non-renewable 2-year term.

Section 6.7. Removal

Any member of the Executive Council may be removed by a vote of three-quarters (3/4) of the members of the Management Board, for failure to perform the duties in the office for which he/she was appointed. The member may also choose to resign, at which point a vote will not be needed. Unless a member resigns, a vote of the majority of the Management Board is required. The presence in person of a majority of current members of the Management 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 Management 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.
Removal will be documented in writing and a new registered member will be appointed within thirty days to assume the position once the current officer is removed.

Section 6.8. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual voting meetings, including those of officers. Nominations shall be sent in writing to members of the Management Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII
COMMITTEES

Section 7.1. Committee Formation
The Executive Committee will create committees as needed based on the needs of the organization and its members.

Section 7.2. National Executive Committee
The six officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Management Board in the intervals between meetings of the board and is subject to the direction and control of the full board.

Section 7.3. Finance Committee
The treasurer is the chair of the Finance Committee, which includes the Financial Secretary and two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Management Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Management Board, in agreement with at least 60% of the General Assembly. The fiscal year shall be **November 1 – October 31.** Annual reports are required to be submitted to the board 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 7.4. Events and Outreach Committee
1. Office is led by the Public Relations Officer (PRO)
2. Organizes volunteer opportunities for CAMPers
3. Coordinates community outreach events, missions and initiatives in the U.S. and Cameroon

Section 7.5. Resource Center and Mentoring Committee
1. Mentoring for CAMPers
2. Resources for those interested in cross-train in the military
3. Provides Enlisted to Officer Mentoring
4. Military One Source and other resources to foster the whole person concept and career progression.

Section 7.6. Education and Scholarship Committee

1. Resources for those interested in pursuing higher education
2. Resources to complete educational requirements needed to promote up the ranks.
3. Scholarships to registered CAMPers pursuing higher education. Must be registered member in good standing to apply, and also meet applicable requirements set forth by the Management Board and the committee.

Section 7.7. Transitional Assistance Committee

Resources, experience sharing, and advice from retirees to assist members as they transition to the civilian sector. Such resources include, but are not limited to assistance with jobs, housing, and retiree benefits.

ARTICLE VIII

CHAPTERS (See Annex B Chapter SOP)

Section 8.1. Definition of chapters

1. Definition of Chapters: Chapters are established units within the CAMP organization that operate at the local or state level to further the goals and objectives of the National Chapter.
2. NEC will set clear instructions on the requirements for a Chapter to be established: Clear instructions will be provided to outline the criteria and requirements that need to be met for a Chapter to be established. These guidelines will ensure consistency and uniformity across all CAMP Chapters.
3. Provide standardized operating instructions to be used by all CAMP Chapters across the board. These Standard Operating Procedures (SOPs) will provide guidelines for governance, finance, and meetings, ensuring that all Chapters adhere to the same standards and practices.
4. Answerable to NEC: All Chapters are answerable to the National Executive Committee (NEC), which oversees the activities and operations of the Chapters.
5. One member of NEC needs to be part of each branch: It is required that at least one member of the National Executive Committee serves as an advisor to each Chapter, ensuring effective communication and collaboration between the National Chapter and local branches.
6. Roles of branch leadership (President, Secretary, Treasurer): The roles of branch leadership, including the President, Secretary, and Treasurer, will be clearly defined. The NEC member assigned to the branch will provide guidance and support to the branch leadership.
7. Work with finance to get an account for financial accounts: Chapters will work closely

with the finance department to establish a dedicated financial account for their operations. This will facilitate transparent financial management and accountability.

8. Quarterly reports/meetings with NEC: Chapters will provide quarterly reports to the National Executive Committee, presenting updates on their progress and the state of affairs. Quarterly meetings will be held to discuss important matters and ensure effective coordination between the National Chapter and local branches.
9. One volunteer activity per quarter: Each Chapter is expected to organize at least one volunteer activity per quarter. These activities can include food drives, donations, support for community initiatives, or participation in park clean-ups, among others.
10. Local/state CAMP chapters shall conform to the National bylaws and policy: Local and state CAMP chapters are required to adhere to the National Chapter's bylaws and policies, ensuring consistency and alignment with the overall organizational framework.
11. Local chapters may pass policy governing their own chapter's structure, fundraising, and/or any applicable financial activities: While adhering to the National bylaws and policies, local chapters have the autonomy to pass policies that govern their own chapter's structure, fundraising activities, and other financial matters that are specific to their local context.
12. The Chapter President and local executive officers shall be responsible for keeping a file of chapter policies up to date and enact a separate by-law congruent in scope with the National Bylaws: It is the responsibility of the Chapter President and local executive officers to maintain an updated file of chapter policies. They will also develop a separate by-law that aligns with and complements the National Bylaws.
13. Meetings: The Chapter shall hold at least eight (8) membership meetings each year. One of these meetings, designated as the annual meeting, shall be the meeting at which the election of officers takes place. Members must receive at least 30 days' notice of the annual meeting. Chapter meetings serve as a platform for members to interact with the leadership and participate in decision-making processes within the chapter.
14. Chapter leadership shall control the affairs of their chapters without undue interference and/or influence from the National Chapter: Chapter leadership will have the authority to manage the affairs of their chapters independently, without unnecessary interference or influence from the National Chapter.
15. Quarterly, the Chapter President and Vice President shall attend a meeting with the National Executive

ARTICLE IX
CONFLICT OF INTEREST AND COMPENSATION

Section 9.1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.2. Definitions

Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. 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.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
5. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 9.3. 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.
3. Procedures for Addressing the Conflict of Interest
   a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
   b. The chairperson of the governing board or committee shall, if appropriate, appoint a Disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
   c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
   d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction orarrangement.
4. Violations of the Conflicts of Interest Policy
   a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
   b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.5. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9.6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes

Section 9.7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefittransaction.

Section 9.8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X

INDEMNIFICATION

Section 10.1. General

To the full extent authorized under the laws of the State of Virginia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 10.2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 10.3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI

SOCIAL MEDIA, BOOKS, AND RECORDS

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

AMENDMENTS

Articles of Incorporation and Bylaws

The Articles and Bylaws may be amended in any manner at any regular or special meetings of the General Assembly, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Registered Member at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. All other amendments of the Articles shall require the affirmative vote of an ¾ of the Managing Board and the majority of registered Members present physically or online during the meeting scheduled to amend the bylaws.

Cameroonian American Military Professionals
C.A.M.P
Support & Service 4 Life

ADOPTION OF BYLAWS

We, the undersigned, are members of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 19 pages including the signature page, as the Bylaws of this corporation in addition to Annexes A (Elections SOP), B (Chapter SOP), C (Communication policy) and D (Sexual harassment and assault policy) and Annex E (Board of Directors Charter).

ADOPTED AND APPROVED by the Board of Directors on this 10/27/2023

DocuSigned by:
Sign/Date Collins Sakwe 10/31/2023
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Collins Sakwe, Board Chair

DocuSigned by:
Sign/Date 10/27/2023
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Thierry Fouapon, President

DocuSigned by:
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Cyril Agbor, Vice President

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Seguy Tchakounte, Secretary General

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Eleanore Akwe, Financial Secretary

DocuSigned by:
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Unik Awah, Treasurer

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Tikidanki Ntundi, Public Relations Officer

The Cameroonian American Military Professionals (CAMP) is a professional networking public 501(C)(3) charity for men and women of Cameroonian heritage who have served or are serving in the U.S. Military.

Background

The Electoral Commission (EC), in compliance with CAMP Bylaws, has developed these Standard Operating Procedures (SOPs) to guide the conduct of activities of elections of CAMP. This document describes the procedures applicable to elections and voting of executive members held by CAMP. These rules are applicable to all registered members.

Introduction

The Electoral Commission will conduct activities for the elections of CAMP as per the approved Roadmap, during each election year from 1 September to 1 November. The specific activities to be conducted under the roadmap include announcing the election committee, announcing the elections date, announcing candidacy requirements and eligibility, announcing voting requirement and eligibility, announcing electoral process, training of election officials, campaigns, and polling. Elections of CAMP concerned the following offices: President, Vice-President, Secretary General, Treasurer, Financial Secretary and Public Relations Officer.

Related Documents

The CAMP Bylaws, CAMP Chapter Operating Rules and CAMP Convention SOP are supporting documents of the CAMP Elections SOP.

Definition:

Electoral Committee: Group of registered members selected by CAMP to organize, host, and supervise the electoral process
Electoral Committee Chairperson: Member designated to supervise the electoral process.
Electoral Committee Members: Members designated to organize and host electoral process.
Elections Reporter: Member responsible for compiling, analyzing, and providing report of the elections to the Chairperson.
Elections Observers: At least two members designated by the presidential candidates to participate in the organizing, conduct, and reporting of the elections.

Article I: Electoral Committee

1) The electoral committee is formed by the CAMP Board Chair who is the electoral committee chairperson.
2) Electoral committee members are formed by chapter representative who have been registered members of CAMP for at least 365 calendar days prior to 1 September of the election year.
3) Elections reporter is selected among the electoral committee members by the election chairperson.
4) Two elections observers are appointed by each presidential candidate (one per candidate)

Article II: General Elections and terms in office

1) Elections are organized every 2 years, 15 calendar days prior the veteran's day weekend of the election year. **(November Annual Convention)**

2) Alternatively, when the annual convention is organized during Columbus Day weekend, elections are organized 15 calendar days prior the Columbus Day weekend. **(October Annual convention)**
3) In both cases, the term of the elected officials must be 23-24 months from the date they are sworn into office.
4) Elected members for an office are eligible for 2 terms in the office they are elected for. After completion of 2 terms in an office, member can no longer run for that office. Member is eligible to run for a different office.
5) Filing an office after resignation of an executive does not count towards the member's eligible term in office.

Article III: Eligibility

1) **To be eligible to vote,** members must be registered 180 calendar days before the elections date

2) **To be eligible to run for an office,** members:
   a) Must be registered at least 365 calendar days before the election date
   b) Must have not completed 2 terms in the office they are running for
   c) Must be in good standing with all CAMP mandatory contributions during the last 2 years.
   d) Must have attended at least one annual CAMP convention
3) **New members must meet the criteria in III (1) to be eligible to vote and III (2) to be eligible to run for office. New members must be in good standing with all CAMP mandatory contribution organized since they became registered member.**

Article IV: Electoral Process

1) **Submission of Required Ballot Information**

At least 30 days prior to the start date for the election and at the request of the electoral committee, all interested candidates for office shall submit the following information to the designated members of the independent elections committee for vetting:

a) Candidate biographies
b) Letter of motivation including the position desired addressed to the electoral committee.
c) Failure to submit the information 30 days prior the election date will result in the rejection of the candidacy and member will be excluded from the ballot.

2) **Acknowledgment of Statement of Conduct, campaign, and debate**

a) The Elections Committee will establish a Statement of Conduct which spells out its etiquette (code of conduct) applicable to all candidates. This statement will briefly inform the candidates that they agree to comply with the processes and decisions of this committee and will be accountable for their actions.
b) Failing to adhere to the elections code of conduct is subject to review of a candidate's eligibility to run for any CAMP position.

c) Upon receipt of the submission, the Elections Committee Members shall review the submission for completeness and notify the Chairperson within 48 hours if any additional information is needed.

d) The electoral committee must announce the list of final candidates 20 days before the election date and officially open the campaign in all official CAMP social media platforms ONLY. **Campaign must end at 6pm on the day before the election date.**

e) The electoral committee must organize a debate for the office of president and vice-president.

3) Preparation of Ballots

The Elections Committee shall prepare the ballots for electronic vote via a secured electronic platform. When all required ballot information has been received, the Elections Committee shall set the start date for the vote or election. If the start date desired in the submission cannot be accommodated, the committee will inform the designated Program Administrator, as applicable, and arrange for a suitable substitute date.

4) Election/Vote Start (Electronic Ballot ONLY)

1) the vote is conducted during 24 hours over a weekend. At or near 12:00am (Eastern) on the start date for the election or vote, the committee takes the following steps to start the election or vote:

- The electronic ballot is enabled

- A link to the electronic ballot is communicated on the chosen e-Voting platform, tested, and certified as hitch-free by Information Technology (IT) professions and the Elections Program Administrator. The EC must have a back-up plan in case the e-voting system is hacked or failed to work during the elections.

- An announcement is posted to the Registered Members Chatgroup, CAMP's website and other CAMP social media platform.

5) Voting In Progress

a) Election/Vote Completion

At 11:59pm (Eastern) on the end date for the election or vote, all polls shall close and the link for e-Voting disabled and closed.
Within 24 hours of the ending of a vote or election, the Elections Reporter shall complete the collection, review, and submission of all elections data with recommendations for the results to the Chairperson. The Chairperson shall immediately convene the Program Administrator for a final review. The Chairperson shall report elections results and its findings to the Board of Directors (BOD). The BOD shall certify the results and authorize the Chairperson to release the results to the General Assembly no later than 48 hours after the end of the elections. The Chairperson will submit an Executive Summary (EXSUM) of the elections to the BOD about the conduct of the elections.

The BOD shall certify the EXSUM, file it with the Office of the Secretary General. The committee shall be released form duty.

b) Rules of Protest

The protesting candidate (no one else), shall notify the committee members of their intent to submit a written protest within 24 hours of the release of elections results. The committee members, minus the Chairperson, shall review the petition, and notify the Chairperson of such petition. The Chairperson shall delegate all review processes to the members to investigations of alleged fraud. The committee members shall document their findings and report back to the Chairperson. The Chairperson shall notify the BOD, and then convene a meeting to discuss the allegations and recommendations of the members. The Chairperson shall direct members to vote on the findings. The results of the findings shall be communicated to the BOD (for situational awareness). The protesting candidate shall be notified of the committee's decision no more than 96 hours after the committee received the petition.

c) Distribution of Election Results

The Committee shall release elections results on the General Assembly through CAMP's social media platforms (WhatsApp Chatgroup, Facebook/Instagram Page) and/or Video call.

d) Security and Confidentiality of Elections or Votes

Electronic votes (e-votes) shall be used to provide reasonable accommodation for all registered members despite their location status. Elections shall abide the following characteristics:

1) Access to set up ballots, review elections in process, and retrieve election results is strictly limited by password access to the IT Administrator.
2) Electronic ballots may only be accessed by registered members.
3) Each member is limited to a single vote on each ballot.
4) The system records each voter's date/time of vote (and the IP address or single user account used by the voter)
5) The names of CAMP members and their votes are kept confidential for all votes concerning elected office.

Article V: SOP Review

This SOP will be reviewed after each election and any time a change to the voting or election process is deemed necessary for the good order of the organization.

Article X: Rules of Order

Roberts 'Rules of Order shall be the authority for this chapter in matters of procedure not specified above.

Enacted this 10/27/2023 day of _____ in the year 2023

Appendix A

Standard Verbiage for Announcement of Elected Office Election

The Cameroonian American Military Professional (CAMP) is now having elections for individuals to serve as members of the <Committee Name> for terms beginning on <Term Start Date> and lasting <number> years. **All members registered at least 180 days before the elections date are invited and strongly encouraged to cast a ballot**. The election will occur from <start date> through <end date>. To vote, you must log in to the confirm your membership status with the Financial Secretary and make sure your name appears on the listed of voting members.

There are <number> candidates seeking membership for <number> open positions on the <Committee Name>.
<Number> are previous members of the <Committee Name> renewing their term and <number> will be new members.

If you have any questions about this process, please contact the following:

I <Program Administrator Name> at <Program Administrator E-Mail/Phone #>
II <Elections Committee Chairperson Name> at <Chairperson's E-Mai/Phone #l>

Biographical material relating to the nominees is provided.

Appendix B

Example Ballot for CAMP Standard Election

(Page 1)

Issue Date: <Start Date> Closing Date: <End Date>

Instructions: Please complete the ballot as indicated. All ballots must be submitted by 11:59pm Eastern on <End Date> for comments to be considered by the CAMP <Name> Committee. Any negative votes without comment will not be considered. If you have any questions about this process, please contact <Election Committee Members> at <E-Mail/Phone TBD).

The Cameroonian American Military Professionals (CAMP) is a professional networking public 501(C)(3) charity for men and women of Cameroonian heritage who have served or are serving in the U.S. Military.

Preamble

These rules are a distillation of what many CAMP chapters can find workable. They may not suit a chapter's needs precisely. A chapter may wish to establish an internal rule in addition to these rules.

a) Definition:

Chapters are subsets of CAMP. They share the same mission as CAMP and can be state-wide, or regional. They can be organized geographically or by membership tiers, departments, or specializations. In all matters, the chapter must act in harmony with the principles and procedures of the CAMP and its constitution. **Article XYZ** of the CAMP Bylaws specifically addresses the requirements of chapters.

Article I: Name

The name of this organization is the **CAMP XYZ** chapter of the Cameroonian American Military Professionals (CAMP) Association.

Article II: Purposes

The purposes of this chapter are to:

1. Support the policies and goals of CAMP as set forth in Article I and II of the CAMP Bylaws, and in all matters act in harmony with the principles and procedures of CAMP national.
2. Facilitate the connection with US military members past and present CONUS and OCONUS, for the promotion of the interests and vision of CAMP, and in general to increase the usefulness and advance the standards, ideals, and welfare of CAMP
4. Encourage members participation in the governance of CAMP
5. Protect and advance the professional status and interests of CAMP
6. Facilitate the dissemination of information of CAMP
7. Inform the military and civilian community about CAMP; and
8. Develop necessary and proper chapter programs for the accomplishment of the aforementioned purposes.

In furtherance of the purposes described above, but not in limitation thereof, the chapter shall have power to engage in appropriate fundraising activities; to conduct promotional activities, including advertising and publicity, in or by any suitable manner of media; to hold such property as is necessary to accomplish its purposes; and to employ individuals to further its purposes under Article II. CAMP chapter is organized and operated for the above stated purposes, and for other nonprofit purposes. No part of its assets, income, or profits shall be distributable to, or inure to the benefit of, any individual, except in consideration of services rendered.

Article III: Members

Eligibility for membership in this chapter shall extend to all current and retired members of the US military CONUS and OCONUS who are national members of the Cameroonian American Military Professionals (CAMP). All chapter members may vote in chapter matters.

Article IV: Officers and Organization

The officers of this organization shall be the **president**, **vice president**, **secretary**, **financial secretary**, **public relations officer**, and **treasurer**. The term of office shall be two years. Officers may serve no more than two consecutive terms.

President: The duties of the president shall include carrying out the policies of the chapter, appointing all committees of the chapter, exercising general supervision over the activities of the chapter, and presiding at meetings of the chapter and chapter executive committee.

Vice president: The duties of the vice president shall include those usually appertaining to the office and those delegated by the president. In the absence of the president, the vice president shall serve in the president's stead.

Secretary: The duties of the secretary shall include keeping a record of all proceedings and correspondence of the chapter, certifying chapter delegates to CAMP National's annual General Assembly, preparing, or overseeing the preparation of newsletters for distribution if such shall be desired, maintaining official contact with CAMP National. It shall be the duty of the secretary to provide the secretary of CAMP National the names of the officers of the chapter and to conduct the correspondence of the chapter with the national secretary. In the absence of the president and vice president, the secretary shall preside at meetings of the chapter.

Treasurer: The treasurer shall keep an accurate record of all funds received and disbursed. At the request of the executive committee, the treasurer shall prepare an annual chapter budget and report of finances and submit them for approval. It shall be the duty of the treasurer to remit to CAMP National any dues collected on behalf of CAMP. In the absence of the president, vice president, and secretary, the treasurer shall preside at meetings of the chapter.

Financial Secretary: The Financial Secretary shall assist the treasurer and present a complete and accurate report of the finances raised and expenditures at each meeting of the chapter, or at any other time upon request to the chapter elected officers. He/She shall have the right of inspection of the funds, including budgets and subsequent audit reports. In the absence of the president, vice president, secretary, and the treasurer, the financial secretary shall preside at meetings of the chapter.

Public Relations Officer (PRO): The PRO shall regularly recruit new members and encourage the maintenance of membership. Working with the treasurer and other applicable chapter officers, the PRO shall promote the establishment of appropriate plans to encourage membership recruitment and maintenance. PRO shall create and coordinate community partnerships, engagements, and service opportunities. PRO shall create opportunities for members to engage and foster chapter's agenda. In the absence of the president, vice president, secretary, and the treasurer, and the financial secretary, the PRO shall preside at meetings of the chapter.

When an officer has resigned or is disqualified, the office shall be filled by a special election of the chapter, which shall be held as promptly as is feasible. The chapter executive committee is empowered to fill vacancies in any elective office until a special election is held. The person so

elected shall hold office for the remainder of the term. Chapters elected Officers shall also serve as chapter delegates to CAMP National/Chapters meetings and any applicable CAMP National conference meetings in the order listed above.

Article V: Dues

The chapter may establish chapter dues. Chapter members must be registered with CAMP National and must have paid their $30 annual registration good from November to October of the following year. Chapter members must pay current CAMP dues, any mandatory conference dues, and chapter dues.

Article VI: Committees

A. Executive Committee

The executive committee shall consist of the elected officers of the chapter, the immediate past president, and two members elected at large. The majority of the executive committee shall constitute a quorum for conduct of business of the committee. The executive committee shall assume responsibility for the chapter's continuing effective presence at the institution, keeping all positions on the executive committee filled as vacancies occur. The executive committee shall:

1. Meet regularly.
2. Respond to members seeking assistance.
3. Conduct the business of the chapter between meetings.
4. Regularly recruit members and encourage maintenance of membership.
5. Make necessary appointments to complete an unexpired term of any officer.
6. Set the agenda with appropriate notice for chapter meetings.
7. Consult regularly with CAMP National on matters of mutual interest; and
8. Respond to inquiries from CAMP National.

B. Other Committees

The chapter may create additional standing and ad hoc committees as necessary to promote the welfare of the chapter. The chair and members of these committees shall be appointed by the executive committee. Some such committees may be, but are not limited to:

Family members liaison
Professional Development
Business and financial Development

Article VII: Meetings

The chapter shall hold regular meetings at least four times each year.
Special meetings of the chapter may be called by the president or a majority of the executive committee. Written notice of such meetings shall be provided each member by the secretary of the chapter at least five days in advance of the meeting date. The president shall call special meetings of the chapter within seven days of being so directed by the executive committee or by a petition signed by ten percent of the members.
The quorum required for the transaction of business at all meetings of the chapter shall consist of 20 percent of the members.
The chapter shall also attend meetings with the National Executive Committee at least twice a year and or when such meeting is necessary for the progress of CAMP activities. Meeting with the Board can be requested if need arises.

Article VIII: Dissolution

Upon dissolution of the chapter, its assets shall be distributed to CAMP National or another CAMP Chapter.

Article IX: Amendments

These operating rules may be amended by majority vote of the members, provided that a notice setting forth the proposed amendment or amendments an explanation thereof and known objections thereto shall have been sent to each member at least thirty days prior to the vote. Any member of the chapter may initiate an amendment.

Article X: Rules of Order

Roberts 'Rules of Order shall be the authority for this chapter in matters of procedure not specified above.

Enacted this 10/27/2023 day of _____ in the year __2023_____.

ANNEX C

Introduction

The Cameroonian American Military Professionals (CAMP) is a professional networking public 501(C)(3) charity for men and women of Cameroonian heritage who have served or are serving in the U.S. Military. CAMP's mission is to gather current and former service members of the United States Department of Defense (DOD) with an origin of Cameroon to collaborate and improve their communities in the United States and participate in "Giving Back Operations" to Cameroon and regional African states.

Purpose

The purpose of this document is to provide a framework for CAMP 's communications and its operations of social media platforms and communication tools.

Guiding Principles

This policy is based on the principles of respect, integrity, professionalism, privacy, honesty, transparency, and impartiality.

Definitions

Communications: encompasses all methods and platforms that CAMP use for the purpose of interacting, reporting and storytelling.

Partners: individuals, groups of people or organizations that collaborate with or are contracted by CAMP to achieve mutually agreed objectives in development activities.

Social Media: websites and applications that enable users to create and share content or participate in social networking. Social media may include:

- social networks, such as Facebook, WhatsApp, Telegram, and LinkedIn
- media sharing networks, such as Snapchat, Instagram, Soundcloud and YouTube
- bookmarking and content curation networks, such as Pinterest
- corporate networks, such as SharePoint and Skype
- blogging networks, such as WordPress
- micro-blogging networks, such as Twitter and Tumblr
- discussion forums, such as speech bubble and Whirlpool
- wikis, such as Wikipedia

Post: any shared or created content put on social media. This could be a post on Facebook, a message in WhatsApp or content created and edited on Wikipedia.

Volunteers: include persons undertaking an activity overseas or participating in professional development in their own country or overseas for the common good and without financial gain.

Scope

This policy applies to all CAMP members, Board members, partners, and volunteers of CAMP. It also applies to contractors or consultants creating content or managing social media platforms and guest social media users such as volunteers, Board Members and partners communicating about CAMP supported projects.

Policy statement

CAMP is committed to providing accurate and transparent ways of communication with the public. This involves honest and respectful communication, accounting for social and cultural sensitivities that harbor inclusivity.

CAMP's communication content is restricted to information that promotes the Department of Defense (DOD), CAMP and assist members in general, in an apolitical manner.

The aim of CAMP's social media communications must be to create awareness about our work, evidence its impact and attract potential members, stakeholders, and donors.

CAMP's communications must reflect the vision, mission, purpose, and values of the organization.

CAMP will:

- Ensure depiction of people is in a dignified, respectful manner, honestly portraying the diversity of people and the context and complexity of the situations in which theylive.
- Ensure all members, volunteers and partner organizations adhere to both the Image and Messaging Guidelines and the Ethical Decision-Making Framework.
- Store a comprehensive database of images with known origins and permissions for communications purposes.
- In developing all communication materials, gain informed consent from people and ensure that identifying any person will not endanger them.
- Observe proper copyright and reference laws in all communications. The authenticity of what members post on social media is important. Questionable content should be verified with credible sources before posting or tweeting about it.
- Edit or amend any misleading or inaccurate content depicted in blog posts. The organization will delete message violating the Code of Conduct.
- Ensure all CAMP public communication will be respectful of other NGOs. Any communication regarding another NGO will be factually accurate and will not intentionally or otherwise mislead.
- **Not** denigrate other agencies or make inaccurate or misleading public statements regarding other agencies.
- **Not** make statements about other NGOs with the intention of creating a reputational or other advantage for itself. If there is a legitimate and well-founded concern about another NGO a complaint may be lodged with the National Executive Committee, we will follow up.
- **Not** disclose information on social media that is financial, operational, legal, and confidential in nature that pertains to projects, partners, donors, or beneficiaries.

- **Not** tolerate dishonorable content such as racial, ethnic, sexual, religious, and physical disability slurs. members should not respond to an offensive or negative post or comment by the public and the comment should be deleted immediately. Any negative comments should be reported to the Public Relations Officer (PRO).

Responsibilities

CAMP's National Executive Committee (NEC) is responsible for developing, adopting, and reviewing this policy.

The PRO is the communication focal person and oversee all CAMP communications (see attachment 1 and 2). The PRO, in consultation with the CAMP NEC, is responsible for the implementation of this policy, for monitoring changes in communication and social media guidelines, and for advising on the need to review or revise this policy as and when the need arises.

Where compliance issues are identified, the PRO will work with members and other relevant stakeholders to address these issues promptly. The policy will be reviewed every two years and revised as needed, with the approval of the NEC.

Both the Image and Message Guidelines and the Ethical Decision-Making Framework will be used as guides and procedures to ensure CAMP's communications are both highly accurate and respectful.

Related Documents

This Policy is to be read in conjunction with the:

- *CAMP Bylaws*
- *CAMP Social Media agreement*

Authorization

DocuSigned by:
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Signature of CAMP President

Thierry Lamare Fouapon Assedi Nja
Name of CAMP President

Date
10/27/2023

Attachment 1- Terms of Reference PRO

The PRO will be responsible for the implementation of CAMP's policies and guidelines on communication materials. This includes CAMP's Communications Policy, Image and Message Guidelines and the Ethical Decision-Making Framework. The PRO will ensure that the relevant policy, procedures, and guidelines remain compliant. This includes advising on the need to review or revise these policies as and when the need arises. When compliance issues are identified, it is the responsibility of the PRO to work with members and other relevant stakeholders to address these issues promptly and effectively.

Activities

- Ensure that CAMP's communications adhere to the Communications Policy, Image and Messaging Guidelines and Ethical Decision-Making Framework
- Ensure policies and guidelines are reviewed every two years and revise as needed to ensure that they remain compliant, with the approval of the Board and NEC
- Ensure that members, board members, volunteers and partner organizations abide by CAMP's Communication Policy, Images and Messaging Guidelines and Ethical Decision-Making Framework
- Ensure that any risks associated with CAMP communications are identified as well as the strategies to mitigate them
- Ensure when compliance issues are identified, all members and the relevant stakeholders address the issues promptly
- Ensure that all documents produced, for both internal use and wider circulation, will comply with CAMP Bylaws and CAMP related documents.

Relationships

The PRO will work with members, volunteers, and partner organizations to ensure all relevant personnel have sufficient understanding of CAMP's Communications Policy, Image and Messaging Guidelines and the Ethical Decision-Making Framework.

Reporting

All members, volunteers and partner organizations involved with CAMP will report to the PRO for any issues regarding communications on CAMP activities. The PRO reports to the NEC and board members.

Competency

The PRO must have a thorough understanding of CAMP 's relevant policies and procedures in addition to familiarity with CAMP Bylaws.

//SIGNED//
CAMP National Executive Team
20 July 2023

Attachment 2: CAMP Social Media Participant Communication Agreement

As a member of CAMP Social Media forum, I agree to the following:

1. I will show respect and consideration in my communication with members.

2. I will abide by the mission and vision statements in my communications.

3. I understand that all Official CAMP social media (Telegram/WhatsApp/Facebook/ Instagram/Twitter) groups are reserved for Department of Defense (DoD) communications and CAMP organized or directed activities only. DOD communications are conversations that align with national security and the United States Armed Forces.

4. I will provide clarifying information, where necessary, to substantiate my communications that may be perceived as non-DoD related. I will be clear and concise on how my posts/comments relate to DoD.

5. I understand that I will support links posted with a comment on why the link is relevant. Ex: don't simply share a link; rather, inform members on what they can benefit from the shared link, or why the link is valuable.

6. I will sign all new communications (new posts and topics introduced into the group) with my official name and rank. Responses and follow-up posts do not require a signature block.

7. I understand that the Executive Officers and Board of Directors are not available on Social Media 24 hours/7 and will respond to my inquiries at their soonest availability.

8. I understand that the PRO is the Primary Point of Contact (POC) for all communications, ideas, and suggestions that need to be shared on the platform. All Executive Officers and Board Members are also available as your second line of communication. The Secretary General will also maintain bidirectional communication between CAMPs Executive Body and the General Assembly.

//SIGNED//

CAMP National Executive Team

20 July 2023

CAMP SEXUAL HARASSMENT AND ASSAULT POLICY

The Cameroonian American Military Professionals (CAMP) is a professional networking public 501(C)(3) charity for men and women of Cameroonian heritage who have served or are serving in the U.S. Military.

The Policy Statement

CAMP is committed to providing a safe environment for all its members free from discrimination on any ground and from harassment on and off social media and including sexual harassment and sexual assault. CAMP will operate a zero tolerance policy for any form of sexual harassment in the organization, treat all incidents seriously and promptly investigate all allegations of sexual harassment. Any person found to have sexually harassed another will face disciplinary action, up to and including dismissal from the organization.
All complaints of sexual harassment will be taken seriously and treated with respect and in confidence. No one will be victimized for making such a complaint.

Definition of sexual harassment and assault

Sexual harassment or sexual assault is unwelcome conduct of a sexual nature which makes a person feel offended, humiliated and/or intimidated. It includes situations where a person is asked to engage in sexual activity as a condition of that person's employment, as well as situations which create an environment which is hostile, intimidating or humiliating for the recipient.

Sexual harassment or sexual assault can involve one or more incidents and actions constituting harassment may be physical (sexual assault), verbal and non-verbal. Examples of conduct or behavior which constitute sexual harassment or sexual assault include, but are not limited to:

Physical conduct **(sexual assault)**
Unwelcome physical contact including patting, pinching, stroking, kissing, hugging, fondling, or inappropriate touching
Physical violence, including sexual assault
Physical contact, e.g., touching, pinching
The use of job-related threats or rewards to solicit sexual favors

Verbal conduct
Comments on a member's appearance, age, private life, etc.
Sexual comments, stories and jokes
Sexual advances
Repeated and unwanted social invitations for dates or physical intimacy
Insults based on the sex of the worker
Condescending or paternalistic remarks
Sending sexually explicit messages (by phone or by email)

Non-verbal conduct
Display of sexually explicit or suggestive material
Sexually-suggestive gestures
Whistling
Leering

Anyone can be a victim of sexual harassment, regardless of their sex and of the sex of the harasser. CAMP recognizes that sexual harassment may also occur between people of the same sex. What matters is that the sexual conduct is unwanted and unwelcome by the person against whom the conduct is directed.

CAMP recognizes that sexual harassment is a manifestation of power relationships and often occurs within unequal relationships in the organization, for example between experienced civilians, officers, senior enlisted and young enlisted military members.

Any member of CAMP who sexually harasses another will be reprimanded in accordance with this internal policy. All sexual harassment is prohibited whether it takes place on/off social media, virtual groups (WhatsApp, telegram…etc) at social events, chapter meetings, training sessions or conferences sponsored by CAMP.

Complaints procedures

Anyone who is subject to sexual harassment should, if possible, inform the alleged harasser that the conduct is unwanted and unwelcome. CAMP recognizes that sexual harassment may occur in unequal relationships (i.e., between a senior past/current member of the military and young member of the military) and that it may not be possible for the victim to inform the alleged harasser.

If a victim cannot directly approach an alleged harasser, he/she can approach one of the National Executive Committee (EXCO) members

responsible for receiving complaints of sexual harassment. When an EXCO member receives a complaint of sexual harassment, he/she will:

- Immediately record the dates, times and facts of the incident(s) ascertain the views of the victim as to what outcome he/she wants ensure that the victim understands the organization's procedures for dealing with the complaint discuss and agree the next steps: either informal or formal complaint, on the understanding that choosing to resolve the matter informally does not preclude the victim from pursuing a formal complaint if he/she is not satisfied with the outcome.
- keep a confidential record of all discussions, respect the choice of the victim and ensure that the victim knows that they can lodge the complaint outside of CAMP through the relevant country/legal framework.

Informal complaints mechanism

If the victim wishes to deal with the matter informally, the designated person will:

- Give an opportunity to the alleged harasser to respond to the complaint and ensure that the alleged harasser understands the complaints mechanism.

- Facilitate discussion between both parties to achieve an informal resolution which is acceptable to the complainant, or refer the matter to a designated mediator within CAMP to resolve the matter and ensure that a confidential record is kept of what happens

- Follow up after the outcome of the complaints mechanism to ensure that the behavior has stopped and ensure that the above is done speedily and within 30 days of the complaint being made

Formal complaints mechanism

If the victim wants to make a formal complaint or if the informal complaint mechanism has not led to a satisfactory outcome for the victim, the formal complaint mechanism should be used to resolve the matter. The alleged victim will be encouraged to lodge the complaint outside of CAMP through the relevant country/legal framework.
A person who has been subject to sexual harassment can also make a complaint outside of CAMP. They can do so through military/police/state legal framework.

Sanctions and disciplinary measures

Anyone who has been found to have sexually harassed or assaulted another person under the terms of this policy is liable to any of the following sanctions:

suspension and dismissal from all CAMP related activities

The nature of the sanctions will depend on the gravity and extent of the harassment. Suitable deterrent sanctions will be applied to ensure that incidents of sexual harassment are not treated as trivial. Certain serious cases, including physical violence, will result in the immediate dismissal of the harasser.

Implementation of this policy

CAMP will ensure that this policy is widely disseminated to all relevant persons. It will be included in all CAMP Social Media Platforms and website. All new members must familiarize themselves with the content of this policy as part of their induction into the organization.

It is the responsibility of every chapter to ensure that all his/her members are aware of the policy.

Enacted this 24th day of __October_____in the year __2023_

The National Executive Committee

BOARD OF DIRECTORS CHARTER

Effective as of October 11, 2023

BOARD OBJECTIVES

The Board will agree objectives annually that are specific and measurable and will regularly review its progress in meeting and delivering the objectives.

ROLE OF THE BOARD OF DIRECTORS

The Board of Directors (the "**Board**") of the Cameroonian American Military Professionals (CAMP) association shall manage the business and affairs of the association in a manner consistent with its powers and obligations as a registered entity under the Commonwealth of Virginia.

The principal role of the Board is to oversee the President/National Executive Officers (collectively, "Management"), which are responsible for the day-to-day management of CAMP. In particular, the President and all Executive Officers are expected to lead the association, formulate management strategies, provide leadership, and direct Management to achieve the established objectives and policies of the Corporation.

BOARD COMPOSITION

The association's Articles of Incorporation provides that CAMP shall not have more than 15 directors.

COMMITTEES

The Board may establish one or more committees of the Board (each a "**Committee**") as may be required to assist the Board in fulfilling its oversight functions. The Board shall appoint members to any such committee and shall oversee their performance. To the extent permissible under the Articles of Incorporation and By-laws, the Board may delegate responsibilities and duties to Committees. Each Committee shall have a Committee charter setting out the duties and responsibilities of the Committee. Board charters shall be reviewed on a regular basis and updated as required.

DUTY OF CARE OF DIRECTORS

Each director of the association (each a "**Director**") shall in exercising powers and discharging his or her duties to CAMP:

- act honestly and in good faith with a view to the best interests of the association; and
- exercise the care, due diligence, and skill that a reasonably prudent person would exercise under comparable circumstances.

DIRECTOR CHARACTERISTICS

Each Director should possess and demonstrate the following characteristics:

Accountability
Each Director, as a member of the Board and one or more of its committees, works with fellow Directors to fulfill the specific duties of the Board and its Committees contained in their respective charters. Each Director shall regard himself as accountable to the shareholders, not to any specific individual or group of shareholders. The Director serves the long-term interests of stakeholders by ensuring that management appropriately addresses the concerns of all stakeholders and the public at-large.

Integrity
Each Director shall possess the highest personal and professional integrity. Each Director shall avoid conflicts of interest, both actual and perceived, that are incompatible with service as a Director. Each Director shall comply with applicable policies of CAMP, including its Code of Ethics, and shall keep confidential any information about the CAMP that has not been generally disclosed to the public.

Involvement
Each Director shall prepare for meetings, understand the issues faced by CAMP and bring an independent objective perspective to the deliberations of the Board and its Committees. Each Director shall continuously deepen his or her knowledge of the business of the Corporation and relevant trends in business and industry, both inside and outside of Board meetings.

Contribution
Each Director shall apply informed and seasoned judgment to each issue that arises and expresses opinions, ask further questions, and makes recommendations that the Director thinks are necessary or desirable. Each Director will act directly, not by proxy, either in person or by written resolution. Each Director has an equal say with each of the other Directors.

Commitment
Each Director shall prepare for and attend, where possible, all scheduled meetings of the Board and applicable Committees. Each Director assigned to the Board must ensure that they devote sufficient time to carry out their duties effectively.

Financial Literacy
It is expected that each Director will demonstrate a sound level of financial literacy including the ability to understand financial statements and demonstrate the ability to evaluate the financial

health and performance of CAMP.

Communication Skills
Each Director must be willing to listen to the opinions of others to others' opinions, take the initiative to raise tough questions, encourage open discussion and can communicate persuasively, assertively and logically.

INDEPENDENT FUNCTIONING OF BOARD AND COMMITTEES

The Board is responsible for establishing the appropriate policies and procedures to enable the Board, its Committees and individual Directors to function independently of Management to the extent considered necessary or desirable by the Board. Except for Board and Committee remuneration, independent Directors shall not accept any consulting, advisory or other compensation fees from CAMP. The Board and each Committee can retain and terminate independent professionals, as well as the sole authority to approve all fees payable to such independent professionals.

Each Committee and the Board can conduct all or part of any meeting in the absence of Management, and it is each Committee's and the Board's policy to include such a session on the agenda of each regularly scheduled meeting. If the Board is constituted of one or more non-independent Directors, any independent Director may request that the non-independent Directors be excluded from any session.

Each Committee chair can also require the National Executive Secretary to convene a meeting of the Board or a Committee to be held in the absence of Management and/or non-independent Directors or to reserve an agenda item at any Board or Committee meeting for business to be conducted in the absence of Management and/or non-independent Directors. Each Director can request a meeting or reserved agenda item by contacting the Board chair or Committee chair, as applicable.

BOARD MEETINGS

The Board shall meet as frequently as circumstances dictate or at any additional time as deemed necessary in compliance with regulatory requirements, as scheduled by the appointed Board Chair in conjunction with the National President and the Secretary.

For all regularly scheduled meetings, each Director shall be sent notice of such meeting at least five (5) days prior to the date of such meeting, unless emergency meetings are convened. Further, each Director shall be provided with a draft agenda for each Board meeting and such other documents for consideration at least 5 days before the date of the meeting to permit meaningful review by the Directors. For special meetings of the Board, best efforts are made to distribute materials to the Directors as far in advance as practicable.

Each director will strive to be present at all meetings either in person, by telephone or other communications facilities as permit all people participating in the meeting to hear each other.

For any meeting at which the appointed Board Chair is not present, the chair of the meeting shall be any Director present who shall be decided upon or elected by a majority of Directors present.

DUTIES, RESPONSIBILITIES AND EXPECTATIONS OF THE BOARD

In furtherance of its purposes, the Board assumes the following specific duties and responsibilities:

Oversight of the President

The Board is responsible for:

- Operational oversight of CAMP's voted President.
- Reviewing the performance of CAMP's President.
- Approving any/all compensation to the President and other Executives/Directors; and
- Ensuring that plans have been made for the President's succession, training, and development.

The President of CAMP is responsible for the selection and appointment of senior management, reviewing the performance of senior management, approving any compensation of senior management and ensuring that plans have been made for the succession, training and development of senior management.

CAMP's Culture of Integrity

The Board has the responsibility for overseeing the establishment of a culture of integrity throughout CAMP by developing and overseeing policies respecting ethical personal and business conduct by the Directors and its Members.

Strategic Planning

The Board is responsible for:

- Reviewing the operating plans, budgets and other similar plans for CAMP on an annual basis and monitor the implementation of such plans;
- Reviewing and approving significant strategic transactions that are not considered to be in the ordinary course of business as well as other items of significance, including significant acquisitions, dispositions, and financings; and
- Identifying and reviewing other matters of significance that require approval or input of the Board.

Risk Management

The Board is responsible for assisting management in identifying and assessing the principal risks inherent in CAMP's activities and ensuring that Management takes reasonable steps to implement appropriate systems to manage such risks.

Internal Controls and Audit Procedures

The Board is responsible for ensuring that Management implements and maintains effective internal controls over financial reporting, disclosure controls and procedures and management information systems.

General Governance

The Board is responsible for developing, reviewing, and monitoring CAMP's approach to governance.

Financial Reporting

The Board is responsible for:

- Ensuring that the operational and financial performance of CAMP, as well as any developments that may have a significant and material impact on the association are adequately reported to stakeholders on a timely and regular basis;
- Ensuring that the financial performance of CAMP is reported fairly and in accordance with CAMP's disclosed accounting principles and applicable laws and regulations; and
- Developing, implementing, and overseeing a disclosure policy to enable CAMP to communicate effectively with its stakeholders.

Legal Requirements

The Board is responsible for ensuring overall compliance with legal and regulatory requirements applicable to CAMP. The Board also has the responsibility for considering, as a full Board, the following matters that in law may not be delegated to Management or to a Committee:

- The submission of any question or matter requiring approval to CAMP stakeholders;
- Filing of a vacancy among the directors or in the office of auditors of CAMP;
- Issuance of benefits/gains of any form (capital, material, etc.);
- Declaration of gains of any nature from or through representation of CAMP;
- Purchase, redemption or any other form of acquisition or gifts issued by CAMP;

- Approval of management proxy circulars;
- Approval of any take-over bid circular or directors' circular;
- Approval of annual financial statements, management discussion and analysis and annual information forms; and
- Adoption, amendment or repeal of the Articles or By-laws of CAMP.

Board Procedures

The Board is responsible for:

- Managing its own affairs, including developing its own agendas and procedures.
- Considering the composition and size of the Board and its impact, if any, on the Board's effectiveness.
- Identifying and approving prospective nominees to the Board.
- Ensuring that there is a comprehensive orientation session for directors.
- Assessing the effectiveness and contribution of the Board, its committees and each individual Director;
- Determining the compensation of the Directors; and
- Otherwise establishing and reviewing its own policies and practices from time to time.

COMPOSITION OF THE BOARD

Composition and membership of the Board

The Board shall consist of:

(i) The Chair;
(ii) Two Executive members nominated by the Chair;
(iii) Six Members, who are Members, elected by the Individual Members as Elected Board Members; and
(iv) Two Members, who are Members, nominated by the National Executive and Chapter Presidents and then approved by the Individual Members as "Nominated Board Members".

The cumulative number of Elected Board Members and Nominated Board Members of the Board shall always make up much of the Board. There shall always be most Qualified Individuals as members of the Board of which at least two of the Elected Board Members and Nominated Board Members shall serve as auditors.

The Elected Board Members are elected by CAMP Individual Members and shall be appointed for a three-year term, with the option for this to be renewed for an additional two-year period (or as otherwise determined by the Board). The maximum term that an

Elected Board Member can serve on the Board is five years unless otherwise determined by the approval of the Board.

As determined by the Elected Board Members, in consultation with the National President and Chapter Presidents, one of the Elected Board Members will be appointed as the Senior Elected Board Member.

The number of Elected Board Members shall be ##? and will always be more than the aggregate number of Nominated Board Members and nominated Executive Members.

Independent Non-Executive Members of the Public Interest Committee may attend all Board meetings as attendees (including annual Board strategy meetings and Board away days).

The Chair of the Audit Board may attend all Board meetings as an attendee (including annual Board strategy meetings and Board away days).

The Board will meet a minimum of four times a year and the Senior Elected Board Member may call further meetings at other times in the year as considered appropriate.

BOARD CHAIR

Appointment:

The Board shall appoint a Board chair from among CAMP's Directors.

Specific Duties and Responsibilities

The Board chair leads the Board in all aspects of its work. The Board chair is responsible for effectively managing the affairs of the Board, ensuring that the Board is properly organized and that it functions efficiently. The Board chair advises the members of the Board in all matters concerning the interests of the Board and the relationships between Management and the Board. More specifically, the Board Chair shall:

- Provide leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in the Board Charter and as otherwise may be appropriate;
- Provide leadership to the Board in the execution of its responsibilities;
- Chair the Board meetings;
- In consultation with the President and the chairs of the Committees, as appropriate, determine the frequency, dates and locations of meetings of the Board and Committees;
- In consultation with the President, review the meeting agendas to ensure that all required business is brought before the Board to enable it to

efficiently carry out its duties and responsibilities;

- Ensure the Board has the opportunity, at each regularly scheduled meeting, to meet separately without non-independent Directors and management personnel present;
- Ensure, in consultation with the chairs of the Committees, that all items requiring Board and Committee approval are appropriately tabled;
- Ensure the proper flow of information to the Board;
- Chair the annual and any special meeting of the stakeholders of CAMP and be available for questions and participate in any other manner as required;
- Ensure that all business that is required to be brought before a meeting of stakeholders of CAMP is brought before such meeting. This will include responding to all stakeholder concerns regarding governance issues or other Board related issues;
- Carry out special assignments or other functions as requested by the Board;
- Provide feedback and input to Committee chairs on governance and other matters;
- Be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices and lead the adoption of “best practices” where appropriate; and
- Be willing to take a stand, even if it is contrary to prevailing opinion.

Senior Elected Board Member

The Senior Elected Board Member will take responsibility for:

strategic advisory role to the Board;

working with the Senior Partner and other Board members, and/or partners, to resolve significant issues and during periods when the Board is under stress;

facilitating informal meetings of the Elected and Nominated Board Members and to be the link between the Senior Partner and other Board members briefing each on issues arising and being

the conduit for challenge and advice;

inputting into the evaluation of the performance of the Elected Board Members;

providing support in the delivery of Board objectives, develop and agree on goals and provide annual and interim appraisal and feedback on behalf of the other Board members;

working with the Public Interest Committee, to be responsible for an orderly succession process

for the Elected Board Members and Chair;

providing input to the Board Chair in relation to the overall Board agenda and individual Board meeting agendas;

acting as alternate Board Chair in the absence of the latter;

compiling an annual report to the partnership on behalf of the Elected Board Members expressing its views on the performance of the Executive Board and presenting it at the Annual Convention;

communicating with Members on Board matters and other major themes at the AGM and other Member meetings;

attending Public Interest Committee (PIC) meetings to maintain an independent link between PIC and the Board.

Elected and Nominated Members

The Elected and Nominated Board Members including the Senior Elected Board Member are drawn from the sufficient mix of competency, experience and independence of the day-to-day running of CAMP.

They have a role representing the interests of the Members as a whole and being actively engaged in the Board and leadership obligations.

They are elected by the Individual Members in either a Nominated Board Member or an Elected Board Member capacity.

Elected and Nominated members of the Board will serve a three year term, with the option for this to be renewed for an additional two year period, up to a maximum term of five years (or as otherwise determined by the Board).

Board Secretary

The Board Secretary is responsible for:

supporting the Board Chair and Senior Elected Board Member by helping the Board and its committees to function efficiently;

reporting to the Board Chair and Senior Elected Board Member on Board governance matters; and

along with the Board Chair, ensuring effective protocols for the presentation of high quality information to the Board and its committees and to follow up agreed Board actions.

QUORUM

The quorum for any meeting of the Board shall be two-thirds of its membership, which must include a majority of Nominated and Elected members present, at the time of the meeting.

The members of the Board may participate in a meeting of the Board from separate locations by means of conference technology or other communication equipment which allows those participating to hear each other and be heard, and shall be entitled to vote or be counted in the quorum accordingly.

BOARD PROCEDURES

Except as otherwise stated in these terms of reference, the Board shall determine its own procedures.

BOARD RESOLUTIONS

The Board shall reach decisions by a simple majority of voting on the issues in question. If the numbers of votes for and against a certain proposal are equal, the Senior Elected Board Member, if he/she is chairing the meeting, has the casting vote.

Any resolution evidenced in writing or by electronic (including email) or voice recognition means, by such member or members of the Board as would have been necessary to pass such resolution had all members of the Board been present at a meeting to consider such resolution, shall be valid and effective as if it had been passed at a meeting of the Board duly convened and held, provided that notice and details of the proposed resolution have been given in advance to each member of the Board.

Executive members on the Board will not be able to attend certain supervisory sessions of the Board. In addition, unless otherwise determined by the Chair and a majority of the Elected and Nominated members of the Board, Executive members of the Board will not be able to be included in discussions or have a vote in relation to: (i) significant governance changes; (ii) Board Committee terms of reference and delegated authorities (including the Executive Board); (iii) review of the Executive Board, its Executive sub-groups and its members and their performance (collectively or individually); and (iv) any other session as determined by the Chair or a majority of the Elected and Nominated members of the Board.

CONFLICTS OF INTEREST OF INDIVIDUAL BOARD MEMBERS

If a member of the Board finds themselves with a conflict of interest, they shall immediately

disclose this to the Chair and Senior Elected Board Member and where appropriate recuse themselves from any deliberations or votes of the Board concerning the relevant subject-matter.

FOUNDER'S CLAUSE

Founding Members of CAMP shall remain *de facto* Members of the Board and shall retain discretionary privileges associated with CAMP in accordance with its founding principles. Similar privileges are extended to former National Executive Presidents.

CHARTER REVIEW AND ASSESSMENT

This Charter will be reviewed at least annually by the Governance Committee, to ensure that it remains consistent with regulatory requirements, and with the overall goals and objectives of the Corporation. This Charter may only be changed by the written action and approval of the Board.

Governance Committee Charter

The Governance Committee Charter was adopted by the Board of Directors of the **Cameroonian American Military Professionals (CAMP)** association, a non-profit organization established under the laws of the State of Virginia, on this
_____day of (Month, Year).

Purpose

Pursuant to Article_____, Section____of the CAMP's bylaws, the purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in governance;
- Reviewing governance trends for their applicability to CAMP;
- Updating CAMP's governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the governance committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from authority staff.

- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.

- Solicit, at the expense of CAMP, people having special competencies, including legal, accounting, or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted guidelines.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article _____, Section____of CAMP's bylaws. The governance committee shall be comprised of (X) independent members. (The size of the committee is determined by the Board of Directors). The governance committee members shall be appointed by and will serve at the discretion of CAMP's Board
of Directors. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, end of term, or removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from playing an active role or meddling with the daily leadership of CAMP, a responsibility strictly reserved for the National Executive Office (NEO).
The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to the governance of CAMP.

Committee Structure and Meetings

The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting, in person or via telephone or videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- Provide a self-evaluation of the governance committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) CAMP's Board; (b) evaluation of the CAMP's policies; and (c) other miscellaneous issues.

Relationship to CAMP's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop CAMP's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.

- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.

- Develop and provide recommendations to the Board regarding Board member education, including new member orientation.

- Develop and provide recommendations to the Board on conduct, discipline, accountability, coordination, and oversight of Members, such evaluations of the board, its committees and senior management in CAMP's governance process.

Evaluation of CAMP's Policies:

The governance committee shall:

- Develop, review on a regular basis, and update as necessary CAMP's bylaws, c ode of ethics, and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations, and policies applicable to all Members.

- Develop and recommend to the Board any required revisions to CAMP's written policies regarding the protection of whistleblowers from retaliation.

- Develop and recommend to the Board any required revisions to CAMP's zero harassment, bullying, cybercrimes, and equal opportunity policies.

- Develop and recommend to the Board any required updates on CAMP's written policies regarding transactions with internal and external parties, including policies relating to the disclosure of persons who attempt to influence CAMP's processes.

- Develop and recommend to the Board any required updates on the authority's written policies regarding the disposition of all organizational assets.

- Develop and recommend to the Board any other policies or documents relating to the governance of CAMP, including rules and procedures for conducting the business of CAMP's Board, such as CAMP's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and

recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the conduct of the Executive Leadership and other managing officials.
- Annually review, assess, and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.