

American Turkish Association of D.C. Proposed Revised By-Laws

Article I. PURPOSES

The purposes for which the corporation is organized are:

The corporation is organized exclusively for charitable, literary, and educational 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 of 1954 insert parenthesis (or the corresponding provision of any future United States Internal Revenue Law).

In furtherance thereof, the corporation will: engage in charitable activities; print, publish or distribute its own materials or distribute materials printed by others, utilize television or radio and encourage international visits and exchanges to promote closer understanding and further cultural relations and knowledge of each other among the people of Turkey and the United States, disseminating information concerning life and work in the United States and Turkey; instruct or train individuals or instruct the public by conducting public discussion groups, panels, lectures or other similar programs dealing with subjects leading to an understanding and appreciation of the civilizations and cultures that have existed in Turkey , informing them of the culture, accomplishments, and patriotic and national efforts of the people of Turkish decent in America; cooperate with corporations, institutions, organizations or individuals engaged in similar activities in the United States and Turkey; make contracts, invest prudently in mutual funds (, purchase, mortgage or lease and hold all real and personal property necessary to carry out these purposes.

The corporation is not organized for profit and no part of its income, if any, will inure to the benefit of any member, director, officer, individual or organization.

Article II. OFFICES

The corporation shall have and continuously maintain in the District of Columbia a registered agent and a registered office with an identical address, and may have such other offices within or outside the District of Columbia as the Board of Directors may from time to time determine.

Article III MEMBERS

Section 1. Members. The members of the corporation shall be divided into three classes: regular, associate, and honorary; with the following qualifications and rights of each class: (1) Regular members shall be those individual persons who are elected to membership on accordance with the requirements hereinafter set forth and who shall have paid their membership dues in full for the current year. Only regular members are eligible to vote at general meetings, including elections meetings. (2) Associate members are those individuals, organizations, corporations or institutions without the qualifications to be regular members but who are interested in the programs of the corporation and who are accepted and approved for membership by the Executive Committee and who have paid membership dues in full for the current year. Associate members have all the privileges of membership except the privilege of voting. (3) Honorary members shall be individuals selected by the Membership Committee and

American Turkish Association of D.C. Proposed Revised By-Laws

approved by the Executive Committee. Honorary members need not pay membership dues and shall have all the privileges of membership except the privilege of voting.

Section 2. Requirements for Membership. Any person who is interested in the American Turkish Association, Inc., may submit an application to the Chairman of the Membership Committee. The Membership Committee shall review the application. If the application is approved by the Membership Committee, the resulting membership shall be effective from the day on which the dues of the member were first paid.

Section 3. Membership Committee. The Membership Committee shall consist of five (5) members of whom no more than two (2) members may be current members of the Board of Directors. The Executive Committee shall nominate the chairperson and members of the Membership Committee for the approval of the Board of Directors. The Membership Committee shall be responsible for recruiting members, reviewing and approving membership applications, seeking out prospective honorary members, and participating in procedures relating to dismissal from membership.

Section 4. Dismissal from Membership. If it should come to the attention of the Membership Committee, the Executive Committee or the Board of Directors that any member has acted in any way contrary to the purposes and general policy of the ATA, Inc., the Membership Committee shall meet with the President to consider the matter. After appropriate consideration, if the Membership Committee finds the charges to be substantially true, it shall request the member to appear before the Committee and the President for a hearing no sooner than two weeks nor later than four weeks thereafter. At the conclusion of the hearing, if the charges are found to be untrue, the matter shall be closed. If, however, the charges are found to be true, the President shall then recommend to the Board of Directors that the member be dismissed. The Board of Directors may accept the recommendations by two-thirds majority vote of all directors (whether or not present and voting). If at any time during these proceedings, the member shall resign from the ATA, Inc., the resignation shall be accepted and the matter shall be dropped.

Article IV. MEETING OF MEMBERS

Section 1. Annual Meeting. A meeting of the members shall be held in each fiscal year at such time and at such place as the Board of Directors shall determine, for the purposes of electing directors and officers and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called either by the President, the Board of Directors, or by petition signed by twenty-five (25) or more of the regular members.

Section 3. Place of Meeting. The Board of Directors may from time to time designate any place, either within or outside the District of Columbia, as the place of meeting for any annual meeting or for any special meeting of members.

American Turkish Association of D.C. Proposed Revised By-Laws

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail or e-mail, to each member entitled to vote at such meeting, not less than thirty (30) days nor more than forty (40) days before the date of such meeting, by or at the direction of the President or the Secretary, or the persons calling the meeting. In the case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address that appears on the records of the corporation, with postage thereon prepaid. If sent by e-mail, the notice shall be deemed delivered when sent by computer addressed to the member at his or her address that appears on the records of the corporation. Any member may waive notice of any meeting. Any meeting shall be deemed to be validly called at which all of the members are present.

Section 5. Quorum. Regular members present in person numbering one-quarter (25%) of all regular members of the corporation shall constitute a quorum at any meeting of the members. If a quorum is not present at any meeting of members, a majority of the regular members present may adjourn the meeting from time to time without further notice.

Article V. BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall make policy, set guidelines and establish procedures for the operations of the corporation.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no fewer than five (5) nor more than twenty-five (25). The number of directors elected at an annual meeting shall be maintained for the entire term. The President, Vice President, Secretary, and Treasurer are officers of the Board of Directors, and the last retiring President shall be a director ex officio for the first year after he leaves office. Each director shall hold office for a period of two (2) years following his or her election and until his or her successor shall have been elected. Directors need not be residents of the District of Columbia but shall be regular members of the corporation. Any director or officer who ceases to be a regular member of the corporation shall cease to be a director or officer of the corporation.

Section 3. Regular Meeting. A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or outside the District of Columbia, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or at least one-third of the total number of current directors. The person or persons who call a special meeting of the Board may fix the time and any place, either within or outside the District of Columbia, as the place for holding such special meeting.

American Turkish Association of D.C. Proposed Revised By-Laws

Section 5. Notice. Written notice of every regular meeting of the Board of Directors shall be given prior to the day named for the meeting (the timely published ATA Newsletter or email may constitute notice of such meeting). Notice of any special meeting of the Board of Directors shall be given to each Director at his or her residence or at his or her place of employment prior to that meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting (including by proxy), a majority of the directors present may adjourn the meeting without further notice. A director may act at meetings of the Board of Directors by proxy appointed in writing by the director; provided, however, that the proxy holder must him or herself be a director of the corporation. A proxy holder shall promptly report to his or her principal the proceeding of each meeting which the proxy holder attended. Unless there are mitigating circumstances, acceptable to the Board, a director who fails to attend three (3) consecutive meetings of the Board of Directors shall be removed from the Board.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the Board of Directors. A director so chosen to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 8. Compensation. Directors shall not receive any compensation for their services as directors, but may be reimbursed for their expenses incurred and, by resolution of the Board, may be compensated for other services rendered to or on behalf of the corporation.

Section 9. Executive Committee. The Board of Directors, by resolution adopted by a majority of the directors in office, shall designate and appoint an Executive Committee which shall consist of five (5) directors, four (4) of whom shall be the elected officers. The Executive Committee shall be subject in all respects to the authority and discretion of the Board of Directors. The Executive Committee shall have the authority and responsibility of the Board of Directors in the day-to-day operation of the corporation in accordance with the policies, guidelines, and procedures set by the Board of Directors. The Executive Committee shall report its activities to the Board at each meeting.

Section 10. Nomination and Election Committee. The Nomination and Election Committee shall consist of five (5) members of whom no more than two (2) may be current members of the Board of Directors. The Executive Committee shall designate the Chairman and members of the Nomination and Election Committee. The Committee shall prepare the slate of nominations for the election of the members of the Board of Directors and the officers.

Section 11. Other Committees. Other committees not having or exercising the authority of the Board of Directors in the management of the corporation may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Persons may be designated as committee members who are not members of the corporation or its Board of Directors.

Section 12. Open Meetings of the Board of Directors. All regular and special meetings of the Board of Directors shall be open to Regular, Associate, and Honorary members. However, during the course of

American Turkish Association of D.C. Proposed Revised By-Laws

any such meeting, the Board may, by majority vote of the directors present (including by proxy), close all or a portion of such meeting and limit attendance to directors during such period.

Article VI. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Election, Qualification and Terms of Office. The officers of the corporation shall be regular members and shall be elected for terms of two (2) years by the members of the corporation at their regular annual meeting. The President and Secretary shall be elected in odd-numbered years. The Vice President and Treasurer shall be elected in even-numbered years. The last retiring President shall be a Director ex officio for the first year after he leaves office. Vacancies may be filled for unexpired terms at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall be duly elected and shall have qualified.

Section 3. Duties of Officers. The duties of the officers shall be such as usually attach to such offices and, in addition, thereto, such further duties as may be designated by the Board of Directors through policy, guidelines or procedures.

Section 4. Bonding of Treasurer and Other Officers. At the direction of the Board, the Treasurer and/or any other officer or employee of the corporation shall be bonded. The Treasurer shall keep proper accounting records for each fiscal year and shall submit a written annual report at the annual meeting. This report shall be made available to the General Membership at the annual meeting.

Article VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Check, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by two officers of the corporation and in such manner as shall be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Article VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the

American Turkish Association of D.C. Proposed Revised By-Laws

corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

Article IX. DUES

Section 1. Dues. Annual dues payable by regular members shall be determined by the Board of Directors. Any member who fails to pay his or her dues within four (4) months after they become payable shall be dropped from the membership rolls.

Section 2. Annual dues payable by associate members shall be determined by the Board of Directors.

Article X. SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and words "Corporate Seal, District of Columbia".

Article XI. WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the non-profit corporation law of the District of Columbia or under the provisions of the articles of incorporation or by the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 insert parenthesis (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine.

Article XIII. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by two-thirds of the regular members present at a meeting at which a quorum is present, provided that at least thirty (30) days written notice is given of the intention to alter, amend or repeal or to adopt new by-laws at such meeting.