

## **BYLAWS OF THE TURKISH AMERICAN CULTURAL ASSOCIATION OF MICHIGAN**

### **[ARTICLES OF INCORPORATION OF A PUBLIC CHARITY CORPORATION]**

Approved by Assembly on May 1, 2011

This Bylaws document shall be supplemented as needed by standard operating procedures documents that describe the implementation of the Bylaws.

#### **ARTICLE 1: NAME, STATUS, PRINCIPLES OF ORGANIZATION AND OPERATION, AND LOCATION**

- 1.1 The name of the organization shall be **“Turkish American Cultural Association of Michigan”**, hereafter referred to either as “Corporation”, or under its assumed name **“TACAM”**.
- 1.2 TACAM is organized as a not-for-profit, public charity corporation recognized as exempt from Federal income tax under the Section 501(c)(3) of the Internal Revenue Code, and is compliant with the Michigan Nonprofit Corporation Act 162 of 1982, as compiled by the Legislative Council of the State of Michigan in 2011. TACAM shall limit its purposes to those described in Section 501(c)(3) of the Internal Revenue Code, shall not expressly permit activities that do not further its exempt purposes, and shall permanently dedicate its assets to its exempt purposes.
- 1.3 In its operations, TACAM shall refrain from participating in political campaigns of candidates for local, state or federal offices, shall restrict its lobbying activities to an insubstantial part of its total activities, shall ensure that its earnings do not inure to the benefit of any individual, shall not operate for the benefit of private interests or conduct trade or business not related to its exempt purpose, and shall not have purposes or activities that are illegal or violate fundamental public policy.
- 1.4 Funding of the Corporation shall be secured by membership fees, solicitation of donations, holding fundraising events, collecting admission fees to certain events, and receiving gifts and grants from government or private organizations.
- 1.5 TACAM shall be based in the State of Michigan. It may own, purchase or lease property to base its operations, and own equipment necessary for its activities. It may temporarily rent facilities suitable for certain of its functions. The Corporation’s currently registered office is at TACAM Cultural Center, 28837 Beck Road, Wixom, Michigan 48393.

## **ARTICLE 2: PURPOSES, GOALS AND ACTIVITIES OF THE CORPORATION**

- 2.1 The exempt purposes of TACAM shall be educational, scientific, and charitable.
- 2.2 The goals, missions and activities of the Corporation to fulfill its purposes shall be as defined in this section.
  - 2.2.1 Promote learning, culture, social refinement, peace, friendship and humanitarianism.
  - 2.2.2 Facilitate connectivity, interaction and collaboration among the Turkish Americans residing in Michigan to promote educational, scientific and charitable purposes.
  - 2.2.3 Facilitate the integration into existing American communities of Turks, who have migrated to Michigan.
  - 2.2.4 Disseminate throughout Michigan the knowledge on the history, folklore, arts, music and literature of Turkish peoples.
  - 2.2.5 Educate Turkish American and other interested persons in Michigan on the Turkish language, culture and history.
  - 2.2.6 Disseminate throughout Michigan scientific knowledge on the Anatolian civilizations and on the historical friendship and synergy among peoples of Anatolia and its surroundings.
  - 2.2.7 Organize educational and cultural programs, meetings, seminars, workshops and festivities to promote the missions of the Corporation.
  - 2.2.8 Sponsor or cosponsor lectures, concerts and exhibits relevant to Turkish culture and knowledge.
  - 2.2.9 Represent the Turkish peoples in meetings, exhibits, festivals, fairs and other similar events of educational and/or scientific value.
  - 2.2.10 Maintain an educational, informative and factual Internet website with unlimited access.
  - 2.2.11 Provide on an ongoing basis, educational information to the public media and publish newsletters and articles relevant to culture, history and social structure of the Turks, Turkic lands, and Turkish Americans.
  - 2.2.12 Factually enlighten and educate the public, whenever inaccurate information on Turkey and Turkish people is disseminated.
  - 2.2.13 Establish and maintain synergistic relationships with other nonprofit Turkish American cultural associations and their consortia to expand the educational, scientific and charitable purposes of the Corporation.
  - 2.2.14 Establish and maintain collaborative relationships with other ethnic nonprofit cultural associations in the State of Michigan to expand the educational, scientific and charitable purposes of the Corporation.
  - 2.2.15 Work synergistically with the Embassy and Consulates of the Republic of Turkey in the United States in fulfilling the educational and charitable purposes of the Corporation.

- 2.2.16 Maintain collaborative educational and scientific relationships and activities with the academic institutions in the State of Michigan.
- 2.2.17 Organize and facilitate the involvement of Turkish American professors at universities and colleges in Michigan in fulfilling the educational and scientific purposes of the Corporation.
- 2.2.18 Collaborate with professional Turkish American associations in the United States in exchange and dissemination of educational and scientific knowledge.
- 2.2.19 Interact with Turkish student associations at universities and colleges in the State of Michigan to assist the students in fulfilling their educational and scientific missions.
- 2.2.20 Organize charitable fundraising events and auctions to support the missions of the Corporation, to assist persons in fulfilling their educational and scientific missions, and for other humanitarian causes.

### **ARTICLE 3: MEMBERSHIP**

- 3.1 Citizens of Turkey, Turkish Americans, as well as other temporary or permanent residents of the State of Michigan committed to promote or serve the mission of TACAM, shall be eligible for membership.
- 3.2 Corporation's membership year shall begin on January 1. A regular member shall pay to the Corporation annual membership dues not any later than January 31<sup>st</sup> of each year; the dues may be paid in advance for several years. The Board of Directors shall determine the level of the membership dues, based on annual reviews. The annual dues for a regular member, who is a full-time student at an institution of higher education in Michigan, and is not more than 30 years of age, shall be reduced at a level established by the Board of Directors. A child (less than 18 years of age) living together with his/her regular member parent shall not be required to pay any membership dues, and still have the privilege of attending some of the events of the Corporation appropriate for the age.
- 3.3 To become a regular member, a legally adult person (aged 18 years and above) shall apply to the Corporation by completing the membership application form posted on the Corporation's Internet website, or in print. Corporation's Executive Officers shall determine an applicant's eligibility for membership, and finalize the admission to membership, if eligible. Any concern about the eligibility of an applicant shall be reviewed and the decision finalized by the Board of Directors.
- 3.4 The regular membership shall start on the day the application is approved and membership dues are paid. The membership dues to be collected at the time of enrollment shall correspond to the sum of the residual period of the year of enrollment, and the next full year of membership. The duration of membership shall be open-ended.
- 3.5 A regular member in good standing shall have the right to attend the Members' General Assembly, submit proposals and vote at the Assembly, be nominated and elected as a member of the Board of Directors, Board of Trustees, or as an

Executive Officer, and receive by remote communication information on the Corporation's events, programs, publications and membership meetings. Regular members shall have access to a secure registry of the names and electronic mail addresses of the members maintained by the Corporation, intended to promote interactions among members.

- 3.6 Corporation's Board of Directors may offer Honorary Membership to a person who has made, or has significant potential to make outstanding contributions to TACAM. The duration of Honorary Membership shall be up to two years. An honorary member shall have the same rights as a regular member, but shall not have the obligation to pay membership dues.
- 3.7 A member may terminate his/her membership at any time, by sending a resignation letter or electronic mail to the Board of Directors; the paid membership dues shall not be refundable. A person's membership may also be terminated by the majority vote of the Board of Trustees, in case the person acts in any way contrary to the principles, purposes and basic policies of the Corporation, or in a way brings discredit to the Corporation. A report on the decision shall be sent to the member, clarifying the reasons for termination. The member shall have the right to appeal for reversal of the decision in writing, which shall be submitted to the Members' General Assembly for a final decision by simple majority vote.

#### **ARTICLE 4. MEMBERS' GENERAL ASSEMBLY**

- 4.1 For transaction of business, the regular members in good standing shall congregate at least once annually at the Members' General Assembly, henceforth referred to as the "Assembly". The regular annual Assembly shall occur during the month of April, at a place, date and time designated by the Board of Directors. Under exceptional circumstances, the Board of Directors shall have the authority to postpone the annual Assembly for up to one month, by announcing valid reasons to the membership.
- 4.2 The Assembly may also convene for special sessions, whenever urgent decisions by the membership are required. A special session shall be scheduled by the Board of Directors whenever demanded by: [a] the majority vote of the Board of Directors jointly with the Executive Officers; [b] a unanimous decision of the Board of Trustees; or [c] 20% of the regular membership.
- 4.3 At least two weeks prior to a planned Assembly, the Board of Directors shall transmit to the regular members by remote communication or alternate means an itemized agenda that shall include a list of the issues that require a "yes or no" vote, and information and documentation in sufficient detail for each issue to be voted on. Whenever elections are scheduled to take place, the agenda shall also include the slate of candidates identified by the Election Nominating Committee. At least one week prior to the scheduled Assembly, any group of not less than 10 regular Members shall be allowed to submit specifically defined issues to be discussed or voted on, which may include additions to the slate of candidates for any election.

- 4.4 A regular member in good standing participating in an Assembly shall have voting rights on all items on the agenda, if he/she has had the regular membership status for at least three months. Voting by proxy shall not be valid. A simple majority of the votes shall determine the outcomes, unless specified otherwise in other sections of the Bylaws. The required quorum for a valid Assembly shall be 20% of the regular members in good standing. At the entrance to the site of the Assembly, the representatives of the Executive Officers shall secure signatures on an up-to-date list of the regular members in order to validate the quorum. President, or in his/her absence the Vice-President shall preside the Assembly session, with the assistance of one or more regular members he/she shall select. President, or in his/her absence the Vice-President shall identify two regular members attending the Assembly to implement the agenda and secure orderly progress, and another two members to be in charge of the election process and voting accountability.
- 4.5 In case the required quorum is not established at an Assembly, the session shall be considered invalid; in that instance, the Board of Directors shall be obligated to reschedule the Assembly within two weeks of the original date. The Board of Directors shall have the option to reschedule the Assembly either to convene in person at a specified place, date and time, or for voting on the issues by validated remote communication, using a voting template made available to them by remote communication.
- 4.6 The authority of the Members' General Assembly supersedes those of the Board of Directors, the Executive Officers and the Board of Trustees. Certain decisions the Assembly shall be authorized to make are listed below.
- 4.6.1 Elect the Board of Directors, the Executive Officers and the Board of Trustees; propose candidates for election in addition to those identified by the Election Nominating Committee.
- 4.6.2 Amend the Corporation Bylaws.
- 4.6.3 Debate, approve or disapprove reports or proposals submitted by the Board of Directors or the Board of Trustees.
- 4.6.4 Review the financial standing of the Corporation, and accept budgets prepared by the Board of Directors as presented, or after making revisions.
- 4.6.5 Delegate authority and provide guidelines to the Board of Directors to purchase, sell or mortgage any real property on behalf of the Corporation; ascertain that under such circumstances there shall be no conflict of interest.
- 4.6.6 Decide if the Corporation should establish or abandon relationship with any relevant national assembly or federation.
- 4.6.7 Dismiss the Board of Directors, Executive Officers, or the Board of Trustees.
- 4.6.8 Dissolve the Corporation.
- 4.6.9 Implement the tasks and functions as mandated by the Corporation Bylaws.

## **ARTICLE 5. BOARD OF DIRECTORS**

- 5.1 The Board of Directors shall have seven members, each to be identified by the Election Nominating Committee, and elected for a two-year term at the Members' General Assembly by simple majority vote. To optimize continuity, in alternating years four or three of the seven members, respectively, shall be elected. Optionally, a Director may be elected for a second two-year term. Corporation's President, by virtue of his/her office, shall be the Chairperson of the Board of Directors.
- 5.2 The Board of Directors shall constitute the governing body of the Corporation, and shall legally represent the Corporation, and oversee, control and direct the affairs of the Corporation, including the management of any property owned by the Corporation. The Board of Directors shall conduct business on behalf of the membership, abide with and implement the decisions of the Members' General Assembly, and act in accordance with the Corporation Bylaws. No Director shall receive compensation for any service he/she may render to the Corporation, or use his/her relationship with the Corporation for personal benefit. A Director may be reimbursed for actual expenses incurred in the performance of his/her duties.
- 5.3 The Board of Directors shall meet at regular intervals, once a month or at least ten times in a 12-month period. Executive Officers of the Corporation (President, Vice-President, Secretary, and Treasurer) shall participate in the Board meetings as *ex officio* members of the Board, and shall have voting rights equivalent to those of the Directors. The President, and in his/her absence the Vice-President shall preside the meetings of the Board of Directors, set the agenda, and arrange the dates, times and configuration in advance of the meetings. Whenever special circumstances demand, additional meetings shall be scheduled by the President. A meeting may take place either by attendance in person at a designated location, or by remote communication; an individual member may participate in a meeting via teleconference.
- 5.4 The required quorum at a Board of Directors meeting shall be cumulatively at least seven Directors or Executive Officers. The decisions shall be made by the simple majority vote of participating members; previously authorized and documented proxy voting shall be permissible. The Executive Officer presiding a meeting (President or Vice-President) shall not vote, unless there is a stalemate on an issue; in that instance the presiding Executive Officer shall vote and finalize the decision. Any Director, who has not participated in three consecutive meetings without valid excuse shall be replaced by the respective alternate member, as identified at the most recent election.
- 5.5 The Board of Directors shall present a comprehensive report on the state of the Corporation to the annual Members' General Assembly, including suggestions for future activities. At other times, Directors shall be available to respond promptly to queries and suggestions submitted to them by the regular members as well as by the public media.

- 5.6 Each Director shall make a special effort to raise funds, and solicit for donations or for establishment of endowments on behalf of the Corporation. Each Director shall be actively involved in recruiting new regular members.
- 5.7 Each Director shall be responsible for organizing events or programs that are intended to promote the cultural and educational missions of the Corporation.

## **ARTICLE 6. EXECUTIVE OFFICERS**

- 6.1. Four Executive Officers, each with unique responsibilities, shall manage the Corporation as a group. The Executive Officers shall include one President, one Vice-President, one Secretary, and one Treasurer. Each Officer shall be nominated by the Election Nominating Committee and elected at the Members' General Assembly for a two-year term by simple majority vote. To optimize continuity, each year, two of the four members shall be elected; the election of the President and Vice-President, and that of the Secretary and Treasurer shall alternate by year. Optionally, an Executive Officer may be elected for a second two-year term, or alternatively for a different position as an Executive Officer. No Executive Officer shall receive compensation for any service he/she may render to the Corporation, or use his/her relationship with the Corporation for personal benefit. An Executive Officer may be reimbursed for actual expenses incurred in the performance of his/her duties.
- 6.2 In addition to their responsibility to manage the Corporation, the Executive Officers shall be *ex officio* members of the Board of Directors, with voting rights equivalent to those of the Directors; in this capacity, they shall also participate in the governance of the Corporation.
- 6.3 As a group, the Executive Officers shall be responsible for maintaining all records of the Corporation in accordance with the Federal and State regulations for tax-exempt charitable corporations, and as directed by the Members' General Assembly.
- 6.4 As a group, the Executive Officers shall be responsible for managing the finances of the Corporation in accordance with the Federal and State regulations for tax-exempt charitable corporations, and as directed by the Members' General Assembly, and within the framework of the annual budget approved by the Assembly.
- 6.5 Executive Officers shall be responsible for organizing events and programs that are intended to promote the educational, scientific and charitable purposes of TACAM. Entrance fees shall be charged to most events and programs, which shall assist in maintaining financial stability of the Corporation. In order to fulfill the mission of disseminating information on the history, folklore, arts, music and literature of Turkish peoples, the Corporation's cultural and educational programs and events shall be open also to nonmembers; the entrance fees for nonmembers shall be at least 20% above those charged to regular members. Nonmembers participating in the Corporation's programs and events shall be encouraged to become regular members, whenever they appear to be qualified.

- 6.6 All Executive Officers shall make a special effort to raise funds, and solicit for donations or for establishment of endowments on behalf of the Corporation. All Executive Officers shall be actively involved in recruiting new regular members.
- 6.7 The **President** shall have the specific responsibilities listed below, in addition to the generic responsibilities of an Executive Officer.
  - 6.7.1 Oversee and coordinate the daily activities and operations of the Corporation.
  - 6.7.2 Preside at meetings of the Board of Directors, as well as all programs and events of the Corporation.
  - 6.7.3 Interact with the Directors on an ongoing basis to keep them informed on management issues.
  - 6.7.4 Represent the Corporation in interactions with other corporate entities or persons.
  - 6.7.5 Resolve problems among the membership.
  - 6.7.6 Regularly meet with the Secretary to review the Corporation's records and Internet website.
  - 6.7.7 Regularly meet with the Treasurer to review the Corporation's financial position.
  - 6.7.8 Schedule and review annually, or more often as needed, the financial and business records for submission to the Board of Trustees.
  - 6.7.9 Perform any other specific duties as mandated by the Bylaws of the Corporation.
- 6.8 The **Vice-President** shall have the specific responsibilities listed below, in addition to the generic responsibilities of an Executive Officer.
  - 6.8.1 Preside at meetings in the absence or inability of the President to serve.
  - 6.8.2 Perform administrative functions delegated by the President.
  - 6.8.3 Perform other specific duties as mandated by the Bylaws of the Corporation.
- 6.9 The **Secretary** shall have the specific responsibilities listed below, in addition to the generic responsibilities of an Executive Officer.
  - 6.9.1 Monitor the implementation of Corporation's Bylaws and other operational procedures.
  - 6.9.2 Ascertain that activities of the Corporation are compliant with its status as a tax-exempt Corporation.
  - 6.9.3 Maintain a comprehensive electronic registry of the regular members, including the available means of communication with them, the status of their payments of membership dues, their skills and experience relevant to the missions of TACAM, and their records of attendance in the meetings, programs and events of the Corporation.
  - 6.9.4 Establish, supervise and maintain a secure electronic mail online repository



- of the Corporation's members that is accessible by regular members using a username and password.
- 6.9.5 Establish and supervise the maintenance, quality and timeliness of the Corporation's Internet websites.
  - 6.9.6 Prepare minutes and maintain electronic records of Corporation's meetings.
  - 6.9.7 Conduct and report on all correspondence on behalf of the Corporation.
  - 6.9.8 Perform the specific duties of the Secretary, as mandated by the Bylaws of the Corporation.
- 6.10 The **Treasurer** shall have the specific responsibilities listed below, in addition to the generic responsibilities of an Executive Officer.
- 6.10.1 Maintain accurate and detailed accounts of all funds received and disbursed.
  - 6.10.2 Present to the Board of Directors monthly statements on income, expenses, assets and liabilities of the Corporation.
  - 6.10.3 Present to the Members' General Assembly annual reports on income, expenses, assets and liabilities of the Corporation.
  - 6.10.4 Prepare the annual budget proposal for approval by the regular Members' General Assembly.
  - 6.10.5 Issue receipts for payments received.
  - 6.10.6 Deposit funds received in the Corporation's bank accounts without delay.
  - 6.10.7 Reconcile all bank statements received by the Corporation, and promptly resolve with the bank any discrepancies.
  - 6.10.8 File sales tax, employment tax withholdings, annual tax reports as required by the Internal Revenue Service and the State of Michigan.
  - 6.10.9 Submit financial records to the Board of Trustees for auditing purposes biannually, and any other time when requested by the Trustees.
  - 6.10.10 Perform the specific duties of the Treasurer, as mandated by the Bylaws of the Corporation.

## **ARTICLE 7. SPECIAL ACTION COMMITTEES**

- 7.1 Each Executive Officer of the Corporation shall have the authority to establish special action committees, the members of which would assist in the performance of the duties of that Executive Officer. In establishing a committee, the Executive Officer shall submit to the Board of Directors for approval a list of the actions to be taken by the committee, and the identities of its proposed members. A member of a Committee may be a regular member of the Corporation acting as a volunteer without any compensation; alternatively, a person with skills needed for the action may be employed and receive nominal payment for his/her services, if authorized by the Board of Directors.

- 7.2 The Executive Officer authorized by the Board of Directors to establish an action committee shall act as the chairperson of that Committee, and shall be responsible for it to operate in compliance with the Corporation's Bylaws, and submit a report on the committee's actions at the monthly meetings of the Board of Directors.

## **ARTICLE 8. BOARD OF TRUSTEES**

- 8.1 The Board of Trustees shall have six members, each nominated by the Election Nominating Committee and elected for a two-year term at the Members' General Assembly by simple majority vote. To optimize continuity, each year three of the six members shall be elected. Optionally, a member may be elected for a second two-year term. In selecting candidates for election as members of the Board of Trustees, the Nominating Committee shall consider regular members, who have previously served on the Board of Directors of the Corporation. No member of the Board of Trustees shall receive compensation for any service he/she may render to the Corporation, or use his/her relationship with the Corporation for personal benefit. A Trustee may be reimbursed for actual expenses incurred in the performance of his/her duties.
- 8.2 The Trustees shall elect among themselves a chairperson, vice-chairperson and a secretary, and shall independently arrange their meetings in any format they deem suitable. The quorum for a valid Board of Trustees meeting shall be four members; the decisions shall be made by the majority vote of the members present. The decisions of the Board of Trustees may be repealed only by the Members' General Assembly.
- 8.3 On the request of the Board of Trustees, the Board of Directors and the Executive Officers shall provide assistance and operational information. The Trustees shall have the authority to inspect the financial records, performance quality, project management, property management, and compliance with Bylaws and Federal and State codes for tax-exempt charity corporations.
- 8.4 The responsibilities of the Trustees include the items listed below.
- 8.4.1 Ascertain that the Board of Directors, the Executive Officers, and the Special Action Committees are in compliance with the Corporation Bylaws, and are fulfilling their responsibilities.
- 8.4.2 Resolve any problems in interpreting the Corporation Bylaws, or defer such decisions to the next scheduled Members' General Assembly.
- 8.4.3 Decide if a person's membership should be terminated because of actions contrary to the principles, purposes and basic policies of the Corporation, or behavior to discredit to the Corporation.
- 8.4.4 Twice yearly, or more often if requested by the Board of Directors or any Executive Officer, examine the financial documents of the Corporation to determine accuracy, compliance with the budget approved by the Assembly, and adherence to the set limits in expenditures.

- 8.4.5 Prepare and submit an annual report to the Members' General Assembly on the management and fiscal standing of the Corporation.

## **ARTICLE 9. ELECTION NOMINATING COMMITTEE**

- 9.1 At least two months prior to the annual regular Members' General Assembly, the Board of Directors shall search and appoint three regular members of the Corporation to form the Election Nominating Committee. Preferentially, the Nominating Committee members shall be selected from among regular members, who are informed about the skills and experience of their peers. The appointed members shall choose a chairperson from among themselves, who shall make decisions on the frequency, dates and modes of the meetings, such as in-person attendance or remote communication. No member of the Nominating Committee shall receive compensation for any service he/she may render to the Corporation, or use his/her relationship with the Corporation for personal benefit. A Committee member may be reimbursed for actual expenses incurred in the performance of his/her duties.
- 9.2 The Board of Directors shall provide the Nominating Committee a list of the positions that need to be filled at the annual Assembly, involving the membership of the Board of Directors, Executive Officers, and the Board of Trustees, together with descriptions of the responsibilities of each position.
- 9.3 For each available position, the Committee shall propose at least two potential candidates, ascertain the availability of each candidate if elected, and submit the list of candidates to the Board of Directors at least three weeks prior to the date the Assembly is to convene.
- 9.4 The list of candidates to fill the available positions shall be included in the Assembly's voting agenda. A candidate receiving the largest number of votes shall be considered elected; a candidate receiving the second largest number of votes shall be identified as the person to be appointed in case the position is vacated prior to the next annual Assembly.

## **ARTICLE 10. ADMINISTRATIVE AND FINANCIAL PROCEDURES**

- 10.1 The Secretary shall be responsible for all files and records of the Corporation, which shall include members' listings, minutes of meetings, registry and content of events and programs, and incoming and outgoing correspondence. All files and records shall be retained in electronic form and backed up periodically. Documents that have to be retained in printed form, including property deeds and income tax returns shall be stored in a safe location. Access to the files and records shall be allowed only to persons authorized by the Board of Directors.
- 10.2 The Corporation shall have an Internet website with open access designed and maintained under the supervision of the Secretary; its contents shall be overseen by the Board of Directors. The Internet website shall include a section with names and electronic mail addresses of regular members,

accessible by using a password to be provided by the Board of Directors only to regular members.

- 10.3 The Treasurer shall oversee, monitor and record the Corporation's fiscal operations and guide other Executive Officers in following financial procedures. At the monthly meetings of the Board of Directors, he/she shall keep the Directors informed about the status of the fiscal accounts.
- 10.4 As registered, the official fiscal year of the Corporation shall be April 1 through March 31 of the following year. The Treasurer shall be responsible for preparing the income tax returns for annual submission to the Internal Revenue Service and the State of Michigan Department of Treasury. In the event the Treasurer requires the assistance of a tax accountant, he/she shall estimate the fees required for the assistance, and request authorization of the Board of Directors.
- 10.5 All expenditures shall require prior approval of the Treasurer, or in his/her absence by an Executive Officer designated by the Treasurer. All expenses shall be documented through itemized invoices/receipts and expense reports. Payment documents for expenses less than \$1,000 shall be signed and dated by the Treasurer, or in his/her absence by another Executive Officer authorized by the Treasurer. Payment documents for expenses exceeding \$1,000 shall be signed and dated by the Treasurer and a second Executive Officer not involved in the transaction. The Board of Directors shall select the banking institutions where the Corporation shall maintain its accounts. Documents authorizing cash withdrawals in excess of \$500 from Corporation's bank accounts shall bear the signatures of the Treasurer and another Executive Officer. Any Executive Officer shall be authorized to make deposits in the Corporation's bank accounts. Each month, executed documents related to financial transactions shall be made available to the Board of Directors for review.
- 10.6 In the event the budget predictions indicate that the expenses shall exceed the budgeted amount approved by the Assembly by more than 10% with a high level of likelihood by the end of the fiscal year, the Board of Directors and the Executive Officers shall prepare a revised budget for the remainder of the fiscal year, and schedule a special Member's General Assembly to request and receive approval of the revised budget.
- 10.7 The anticipated income of the Corporation shall be in the modalities listed below. All income receipts shall be officially numbered, sealed and itemized.
  - 10.7.1 Annual membership dues.
  - 10.7.2 Donations.
  - 10.7.3 Fundraising.
  - 10.7.4 Entrance fees to events/programs.
  - 10.7.5 Advertising fees.
  - 10.7.6 Auction/sale of donated items.
  - 10.7.7 Rental fees.

10.7.8 Holdings of the Corporation.

10.7.9 Grants received.

10.8 The Members' General Assembly shall have the sole authority to amend the Corporation Bylaws. A proposal for an amendment to the Bylaws shall be prepared by the Board of Directors for submission to the Assembly under the following circumstances: [a] unanimous decision of the Board of Directors together with the Executive Officers; [b] unanimous request by the Board of Trustees; or [c] joint request by at least ten regular members in good standing. When any of these conditions are met, the Board of Directors shall formulate the text representing the amendment, either as a totally rewritten Bylaws document, or as a revision of the Bylaws in effect in the form of inserted sections or subsections. The Board shall distribute the amended document together with the document of the current Bylaws as a component of the agenda of the scheduled Members' General Assembly. The implemented changes in the Bylaws will be clarified to the membership. At the Assembly, the approval of the amendments shall require 60% of the affirmative votes of the regular members attending the Assembly; this requirement shall also apply to voting at a rescheduled Assembly resulting from lack of quorum at the original Assembly. Upon approval of the amendments, the revised Bylaws document shall be permanently posted at the Corporation's Internet website.

10.9 The Members' General Assembly shall have the sole authority to dissolve the Corporation. A proposal for dissolution of the Corporation shall be prepared by the Board of Directors for submission to the Assembly under the following circumstances: [a] unanimous decision of the Board of Directors together with the Executive Officers; [b] unanimous request by the Board of Trustees; or [c] joint request by at least ten regular members in good standing. When any of these conditions are met, within 30 days the Board of Directors shall convene a special Members' General Assembly, where the group proposing the dissolution shall present its rationale, submit it to open debate, followed by voting on the proposal. The approval of the dissolution shall require that 60 (sixty) % of the votes of the regular members attending the Assembly be affirmative; this requirement for 60% affirmative votes shall also apply to voting at a rescheduled Assembly resulting from lack of quorum at the original Assembly, as described in Section 4.5. The Members' General Assembly that reaches a decision to dissolve the Corporation shall simultaneously appoint a special Committee of Dissolution consisting of at least three regular members. Within two weeks of the Assembly's decision to dissolve the Corporation, the Board of Directors shall inform by remote communication the entire membership of the decision, the rationale for the decision, and announce a 45-day (forty-five) waiting period for the implementation of the decision, during which period at least 20% of the regular members may request a special session of the Assembly to reverse the decision. Otherwise, upon completion of the 45-day waiting period, the Committee of Dissolution shall implement the legal process to liquidate the assets and holdings of the Corporation, and deliver or distribute any residual funds among the entities identified by the Assembly at the time it reached the decision to dissolve the Corporation.