

ASSEMBLY OF TURKISH AMERICAN ASSOCIATIONS

BYLAWS

As Amended on June 6, 1992, by the Assembly of Delegates at the ATAA National Convention, New York, New York.

Article I PREAMBLE

Section 1. The name of the corporation shall be the Assembly of Turkish American Associations hereinafter referred to as the Assembly.

Section 2. The objective of the Assembly is to coordinate the activities of member Turkish American associations, and individual members of the Assembly for the purpose of presenting a more balanced view of Turkey and of the Turkish people, emphasizing the importance of enhanced understanding between the Turkish and American peoples.

Section 3. The principal office of the Assembly shall be in the District of Columbia.

Section 4. The Assembly may also have an office or offices in such other place or places as the business of the Assembly may require and the Board of Directors may, from time-to-time, designate. In such event, the Board of Directors of the Assembly shall take any and all necessary actions to qualify the Assembly in other jurisdictions.

Article II COMPONENT ASSOCIATIONS

Section 1. The Assembly is an assembly of its component associations. All Turkish American associations within the United States, Turkey and Canada chartered by the Assembly shall constitute component associations of the Assembly.

Section 2. Application to become a component by a Turkish American or Canadian association shall be made in writing to the Board of Directors of the Assembly. The Board of Directors shall determine the eligibility of the applicant to become a component association. The President of the Assembly shall report the recommendation of the Board to the next annual Assembly of Delegates. Component status shall be granted upon an affirmative simple majority vote of the delegates present.

Section 3. A component association may be suspended or expelled for cause upon the recommendation of the Board of Directors and by the two-thirds majority vote of the delegates present in either the annual or a special meeting of the Assembly of Delegates.

Article III
MEMBERSHIP BY INDIVIDUALS

Section 1. Membership in the Assembly by individuals shall be in one of the following three general classes: Affiliated Member, Assembly Member, and Honorary Member.

Section 2. Affiliated Members shall consist of all active members of all component associations in good standing. They shall have the right to attend and participate in general meetings, to serve as delegates or alternates when so designated by their component associations, and to receive certain mailings of the Assembly.

Section 3. Assembly Members shall consist of all those who have been admitted as members of the Assembly through application to the Assembly. Assembly Members shall have the right to vote as prescribed in these Bylaws, in addition to all the rights, privileges, and duties granted to Affiliated Members.

Section 4. Honorary members shall consist of those persons who have made outstanding contributions to the Assembly and its component associations. Upon the recommendation of the Board of Directors, an individual shall be designated an Honorary member of the Assembly by a two-thirds majority affirmative vote of the Assembly of Delegates. The title shall be conferred for life and shall carry with it none of the obligations of membership.

Section 5. An Assembly Member may be suspended or expelled for cause upon the recommendation of at least two members of the Board of Directors or the Board of Trustees and by the two-thirds majority vote of the Board of Directors then in office.

Article IV
ASSEMBLY OF DELEGATES

Section 1. The Assembly of Delegates shall be the highest governing body of the Assembly for setting policy, aims and goals, and for defining the relationships between the Assembly and the component associations. The Assembly of Delegates shall be the final authority over all affairs of the Assembly unless otherwise stated in these Bylaws.

Section 2. Regular meetings of the Assembly of Delegates shall be held annually. Special meetings may be called by the President, the Board of Directors, the Board of Trustees or by a written request from at least one-third of the component associations.

Section 3. The call for regular meetings of the Assembly of Delegates shall be sent in writing to all component associations at least thirty (30) days in advance with a tentative agenda. The call for special meetings of the Assembly of Delegates shall be sent to all component associations in writing at least fifteen (15) days in advance and shall state the purpose of the meeting. Component associations shall be responsible for the dissemination of all the information to their delegates.

Section 4. All resolutions which will be presented to the Assembly of Delegates for action shall be filed with the Secretary of the Assembly for notification to the component associations, Board of Directors and Board of Trustees fifteen (15) days prior to the meeting. No such resolutions shall be accepted by the Secretary which are not sponsored by a component association, the Board of Directors, the Board of Trustees, a committee of the Assembly, or by petition of at least thirty (30) Assembly Members.

Section 5. The members of the Assembly of Delegates shall be

- (a) The members of the Board of Directors, each of whom shall have one vote.
- (b) The members of the Board of Trustees each of whom shall have one vote.
- (c) Two delegates from each component association, and one additional delegate for each one hundred (100) Affiliated Members and major fractions thereof. A component association shall have as many votes as the number of delegates it is entitled to.

Section 6. The number of delegates to which a component association shall be entitled at a meeting of the Assembly shall be determined by the number of their Affiliated Members in good standing on the previous December 31st. Each component association shall forward to the Secretary of the Assembly its list of delegates and alternates, and list of their Affiliated Members, at least fifteen (15) days before each regular and at least seven (7) days before each special meeting of the Assembly of Delegates.

Section 7. Proxy votes can be cast upon receipt of a written statement of proxy signed by the President of the component association and upon validation by the Secretary before the meeting. Delegates of a component association can not represent more than one additional component association in proxy. Similarly, members of the Board of Directors and the Board of Trustees can not represent more than one other delegate from their respective Boards by proxy.

Section 8. A quorum of the Assembly of Delegates shall be a simple majority of the component associations. If such a quorum can not be obtained, a second meeting shall be called thirty minutes later, at which time the delegates present shall constitute a quorum.

Article V BOARD OF DIRECTORS

Section 1. The executive powers of the Assembly shall rest in the Board of Directors thereof. The Board of Directors shall be composed of the following elected officers: A President, a President-Elect, a maximum of ten (10) Regional Vice-Presidents, a Secretary, a Treasurer, and the immediate past President. The Regional Vice-Presidents shall be elected to represent the various geographic regions of the United States. The number of Regional Vice-Presidents and the boundaries of the regions they represent

shall be determined by the Board of Directors, and approved by the Assembly of Delegates and shall be revised as deemed appropriate so that the geographic distribution of the Assembly membership and other Assembly needs are properly represented.

Section 2. Officers shall hold office for a term of two (2) years or until their successors take office. They shall not serve more than two (2) consecutive terms, except the President who can only serve a single two (2) year term. Officers shall assume their duties at the close of the annual meeting following their election.

Section 3. Nominations and Elections:

(a) Nominations:

The Nominating Committee will consist of three past Presidents of the Assembly and two members elected by the Board of Directors. The Nominating Committee shall seek candidates from each component association and from among the Assembly Members in preparing its slate of nominees. The slate may consist of one or more names for each office. In preparing its slate, the Nominating Committee shall consider:

- * Demonstrated potential for component service at the national level;
- * Geographical balance towards achieving nationwide representation.

(b) Elections:

1. President (if needed), President Elect, Secretary, Treasurer, and Regional Vice Presidents shall be elected by the Assembly Members in good standing through mail ballot.

2. The slate of candidates prepared by the nominating committee and the ballots shall be mailed to the Assembly Members at least sixty (60) days prior to the annual meeting. Elections shall be completed thirty (30) days prior to the annual meeting.

The nominees with the highest number of votes shall be the Officers. In the event of a tie vote, the Assembly of Delegates shall elect by secret ballot the winner from among the candidates with equal votes.

Section 4. The functions of the Board of Directors are as follows:

(a) Implement the mandates of the Assembly of Delegates.

(b) Propose policies for consideration by the Assembly.

(c) Identify the needs of and provide services for the component associations and the membership.

(d) Develop and implement programs for public education and information.

(e) Coordinate the work of the component associations.

(f) Submit the annual budget proposal to the Board of Trustees for endorsement and, thereafter, present same to the Assembly of Delegates for final approval.

To carry out its functions, the Board of Directors is authorized to:

1. Assess dues for component associations and Assembly members;
2. Appoint or hire staff for the conduct of the day-today activities of the Assembly;
3. Fill vacancies among the officers for the remainder of their terms;
4. Retain counsel for the Assembly;
5. Appoint an independent certified accountant in consultation with the Board of Trustees for the annual audit of the Assembly accounts and report to the Assembly of Delegates at the annual meeting;
6. Determine the time and place of all general and special meetings, unless overruled by two-thirds of the Assembly of delegates.

Section 5. The duties of the officers shall be those specified herein, or as ordered by the Assembly of Delegates, or as directed by the Board of Directors.

(a) The President shall:

1. Preside over meetings of the Assembly of Delegates and of the Board of Directors;
2. Appoint all standing and Ad Hoc committee chairpersons with the approval of the Board of Directors, except the Central Fund Raising Committee (See Article VII, Section 2c);
3. Be accountable to the Board of Directors and to the Assembly of Delegates in the discharge of his/her duties within the guidelines of these Bylaws.

(b) The President-Elect shall:

1. Assist the President in whatever duties the President shall assign;

2. Perform the duties of the President during absence or disability of the President;
3. Assume the Presidency when the office of President becomes vacant between elections;
4. Assume full-term Presidency upon election of the President-elect;
5. When the office of President-Elect becomes vacant between elections, the Board of Directors shall appoint a First Vice President to assume the duties of the President- Elect with the exception that he/she will not be eligible to automatically succeed the President. In case of vacancy in both the office of the President and office of the President-Elect, the Board of Directors shall call a special meeting with the Board of Trustees and fill the vacancies temporarily until elections.

(c) The secretary shall issue notices of meetings, solicit agenda items, keep records of meetings, perform the usual duties of a Secretary of an organization under the supervision of the President and the Board of Directors, and preside over the Board of Directors in the event of vacancy or absence.

(d) The Regional Vice Presidents shall coordinate major functions of the Assembly with the component associations in their respective regions. They shall keep in constant communication with the component associations and assure an effective working relationship between the component association and the Assembly. They shall be the representatives of the Assembly Members in their regions.

(e) The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds of the Assembly and perform all duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him by the Board of Directors or the Board of Trustees;
2. Keep full and accurate accounts of receipts and disbursements in books belonging to the Assembly;
3. Deposit all monies and other valuables to the credit of the Assembly in such depositories as may be designated by the Board of Directors or the Board of Trustees;
4. Attend the Board of Trustees meetings and provide liaison between the Board of Directors and the Board of Trustees;
5. Serve as a voting member of the Central Fund Raising Committee.

Section 6. Removal:

A member of the Board of Directors may be suspended or removed from office with cause by the vote of two-thirds of the Directors then in office.

**Article VI
MEMBERSHIP DUES**

Section 1. On or before January 31st of each year, each component association shall forward to the Secretary of the Assembly its annual dues as determined by the Board of Directors.

Section 2. The annual dues for the Assembly Members and the timing of the dues notices shall be determined by the Board of Directors.

**Article VII
BOARD OF TRUSTEES**

Section 1. There shall be a Board of Trustees composed of a maximum of twelve members. The Board of Trustees shall be nominated and elected by the Assembly Members in accordance with the provisions of Article V. Candidates for the Board of Trustees shall be selected from among the corporate executives, businessmen/women, professional and other prominent individuals, from the United States, Canada or Turkey, who are knowledgeable and resourceful in financial matters. Trustees shall serve for a term of four years and they may be elected to multiple terms. The Board of Trustees shall elect a chairman from among themselves. The chairman shall appoint a trustee to fill the unexpired term promptly in the event of any vacancy among the trustees for whatever reason.

Section 2. The duties of the Board of Trustees are:

- (a) To provide advice and guidance to the Assembly in financial matters, to allocate unbudgeted funds when necessary, and to arbitrate financial disputes;
- (b) To determine the financial requirements on an on-going basis, and develop programs to generate the necessary resources;
- (c) To oversee the activities of a Central Fund Raising Committee which shall be responsible for fundraising activities for the Assembly, other than dues collection. The Board of Trustees shall appoint all Central Fund Raising Committee members and, in the event of a vacancy, shall appoint a new committee member promptly;
- (d) To manage the Endowment Fund established for the sustained growth and well being of the Assembly subject to the following conditions: The earnings of the Endowment Fund are to be used for the general operating expenses of the

Assembly; the principal of the Fund shall be kept intact except when recommended by the Board of Directors for pursuing the fundamental objective of the Assembly as expressed in ARTICLE I, Section 2 of these Bylaws and when accepted by a two-thirds majority of the Board of Trustees;

(e) To act on the annual budget proposal submitted by the Board of Directors for endorsement and appropriate funds as required;

(f) To set guidelines and develop procedures for financial and accounting control;

(g) To oversee the investment practices of the Assembly.

Article VIII ANNUAL CONVENTIONS

Section 1. A convention of the Assembly shall be held once every year. The dates and places of the Annual Conventions shall be determined by the Board of Directors. Notices of the Annual Conventions shall be made public at least thirty (30) days in advance. A regular meeting of the Assembly of Delegates may be held during the Convention.

Section 2. The Convention shall be open to all members and their guests who register giving their names and addresses.

Article IX AMENDMENTS TO BYLAWS

Section 1. Amendments to these Bylaws may be petitioned by at least three (3) component associations to the Secretary of the Assembly or proposed by two-thirds vote of the Board of Directors. The Board of Directors shall circulate the proposed amendments to all component associations at least thirty (30) days prior to the next regular meeting of the Assembly of Delegates and may include its recommendation on each proposed amendment.

Section 2. A proposed amendment shall be voted upon by the Assembly of Delegates in its next regular meeting. To be approved, a proposed amendment requires the affirmative vote of at least two-thirds of the delegates present and voting by proxy.

Article X PARLIAMENTARY PROCEDURES

The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall guide the Assembly in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

These Bylaws consist of ten (10) articles.