

# **ASSOCIATION OF TURKISH AMERICANS IN CHARLOTTE, INC**

A North Carolina Non-profit Corporation

## **BYLAWS**

**(Amended on 6/2/2022)**

### **ARTICLE I**

#### **NAME**

##### **1.01 Name**

The name of this Corporation shall be Association of Turkish Americans In Charlotte (“ATA-CLT”). The business of the Corporation may be conducted as Charlotte Turks, or ATA-Charlotte.

##### **1.02 Registered Agent and Office**

The corporation shall have and continuously maintain a registered agent in North Carolina. The address of the registered agent shall be the office address of the Corporation.

### **ARTICLE II**

#### **PURPOSES AND POWERS**

##### **2.01 Purpose**

ATA-CLT is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

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, radio or other communication technologies, and encourage international visits and exchanges to promote closer understanding and further cultural relations and knowledge of each other among the peoples of Turkey and state of North Carolina, disseminating information concerning life and work in the state of North Carolina and Turkey; instruct or train individuals or instruct the public

by conducting public discussion groups, forums, panels, lectures or other similar program's 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 descent in North Carolina; cooperate with corporations, institutions, organizations or individuals engaged in similar activities in North Carolina and Turkey.

## **2.02 Powers**

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of financial or in-kind gifts, contributions, bequests and devises. The Corporation may make contracts, purchase, mortgage or lease and hold all real and personal property necessary to carry out its purposes.

## **2.03 Nonprofit Status and Exempt Activities Limitation.**

(a) Nonprofit Legal Status. ATA-CLT is a North Carolina non-profit public benefit corporation, tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon 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.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the ATA-CLT, then the court may direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of North Carolina to be added to the general fund.

**(d) Prohibited Activities.** Notwithstanding any other provision of these Bylaws, ATA-CLT shall not attempt to influence legislation, donate funds to or pay expenses for individual(s), conduct activities or provide grants or other assistance to individual(s) or organization(s) outside the United States, or engage in financial transactions (for example, loans, rents, etc.) with any of its officers or directors.

## **ARTICLE III**

### **MEMBERSHIP**

#### **3.01 Membership**

The Corporation shall have members. Membership types, rights and privileges are defined in these Bylaws. Powers not reserved to the membership, nor prohibited to the Board of Directors, are granted to the Board of Directors.

#### **3.02 Regular Members**

**(a)** Regular membership is granted for no more than one calendar year and expires on December 31<sup>st</sup> of each year unless renewed by the member. Membership is renewed by paying the membership dues. A ninety (90) day grace period is granted automatically on the day of expiration, which may be extended at the discretion of the Board of Directors. The extension must be granted to all regular members in grace period, not to specific individuals. At the end of the grace period, a regular member who has not renewed his or her membership shall become a provisional member.

**(b)** Applications for regular membership shall be approved by the Board. Qualifications and procedures for becoming a regular member shall be determined by Board resolution. Such qualifications shall not be promulgated, revised, or changed in any way in the six (6) months preceding an election.

**(c)** Regular members at the General Assembly, may vote in all elections for Board membership, may be elected or appointed to the Board and enjoy all other privileges of membership.

#### **3.03 Provisional Members**

**(a)** Provisional membership may be granted to all persons who have an interest in supporting the purposes of ATA-CLT. All new members shall remain provisional members for at least one full year. The Board may wave the waiting period for any provisional member by resolution.

**(b)** Applications for provisional membership shall be approved by a committee of regular members as the Board of Directors may authorize as a matter of policy.

(c) Provisional members do not pay membership dues, may not vote in elections, or be elected directors or officers of the organization. Rights and privileges of provisional members are determined by Board resolution.

### **3.04 Honorary Members**

Honorary membership may be granted only by unanimous vote of the Board of Directors. It is to be reserved for those individuals on whom ATA-CLT wishes to bestow special honor and recognition. Honorary members shall have all the rights and privileges of regular members, except the right to vote, and they shall not be required to pay membership dues.

### **3.05 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual, business, or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the Corporation.

### **3.05 Resignation**

Any member may withdraw from the organization by giving written notice of such intention to the Secretary, which notice shall be presented to the Executive Committee by the Secretary at the first meeting after its receipt. Dues and other fees paid shall not be refundable.

### **3.06 Expulsion from Regular Membership**

Expulsion of a regular member may, but need not, take place for any of the following reasons:

- (a) Member openly repudiates the purposes and principles of the ATA-CLT and works against their implementation
- (b) Member files a complaint under Article XII concerning a violation or suspected violation of laws, regulations, corporate Bylaws, or policies in bad faith without reasonable grounds for believing the information disclosed indicates a violation, and the allegations prove not to be substantiated and prove to have been made maliciously or knowingly to be false.
- (c) Member is found guilty by local, state or federal authorities of some crime or misdemeanor and the community therefore feels it is no longer appropriate for the individual to remain a member.

Expulsion may be proposed by any regular member. A disciplinary committee of regular members who are not directors or officers of the Corporation, as the Board of Directors may authorize either ad hoc or as a matter of policy, shall hold a public meeting or meetings on the

proposed expulsion. The Board shall set the rules governing the conduct of the meeting -- provided, however, that at one meeting or another the member in question shall be given full opportunity to answer any accusations or to explain his or her conduct.

After the member in question has been heard, one regular member shall be given the opportunity to speak in favor of the expulsion and two regular members shall be given the opportunity to speak against. After the members have been heard or if no member chooses to speak, the disciplinary committee shall vote on the expulsion question. The expulsion must be approved by the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the committee members.

If the affirmative vote fails to reach the two-third majority, the expulsion question shall be dismissed with prejudice. If the expulsion question carries, the member subject to expulsion may appeal to the Board of Directors within 72 hours. If no appeal is filed in the specified time frame with an email addressed to all Board members, the expulsion shall take effect and the member shall be removed from the membership rolls. If an appeal is received, the Board may hold an emergency meeting within 10 calendar days to review the expulsion verdict. If such a meeting is held, the verdict may be overturned by two-thirds ( $\frac{2}{3}$ ) majority of the Board of Directors then in office. If the Board refuses to take up the appeal or two-third majority cannot be reached, the verdict shall take effect at the end of the 10-calendar day period and the member shall be removed from the membership rolls.

### **3.07 Expulsion from Provisional Membership**

Expulsion of a provisional member may, but need not, take place for any of the following reasons:

- (a) Member commits an act that is reason for expulsion from regular membership;
- (b) Member does not qualify for regular membership after three (3) years of uninterrupted provisional membership.

Expulsion shall be by action of the Executive Committee, to take effect at the time specified in such Executive Committee action and to be reviewed and ratified by a vote of the Board at the next subsequent Board meeting. The provisional member in question shall be notified of the planned Executive Committee action and shall be given full opportunity to answer any accusations or to explain his or her conduct to the Executive Committee.

### **3.08 Dues**

Any dues for members shall be determined by the Board of Directors. Dues shall be payable on such terms and at such times specified by these Bylaws and by the Board from time to time. Dues and service fees of a new regular member shall be prorated from the first day of the month in which such new member is accepted for regular membership, for the remainder of the year.

## **ARTICLE IV**

### **GENERAL ASSEMBLY**

#### **4.01 Organization**

The General Assembly of the Corporation shall be composed of all regular members.

Regular members may participate and vote in any meeting of the General Assembly through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Only the regular members shall have access to the Assembly's physical or virtual location.

#### **4.02 Annual Meeting**

There shall be an annual meeting of the General Assembly within the first two weeks of November or at such time as the Board may determine from time to time for electing the directors and officers, and receiving the reports of officers, Directors, and committees, and the transaction of other business.

#### **4.03 Special Meetings**

Special meetings of the General Assembly may be called by the President or the Board in their discretion. Upon the written request of regular members entitled to cast forty percent (40%) of the total number of votes at any such meeting, the Board shall call a special meeting to consider a specific subject. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the General Assembly.

#### **4.04 Record date**

For the purpose of determining the regular members entitled to vote at any meeting of the General Assembly or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action by the Assembly, the Board may fix, in advance, a date as the record date for any such determination by regular members. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of such meeting.

#### **4.05 Quorum**

The presence in person or by proxy of one-tenth of the members---but no less than 15 members--entitled to vote, or such other number as may be set by the laws of the State of North Carolina as the minimum number necessary to constitute a quorum for meetings of members, shall be necessary to constitute a quorum for the transaction of business.

#### **4.06 Voting**

Any regular member may be represented at any meeting by any other regular member, but each regular member shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

#### **4.07 Proxies**

Every member entitled to vote at any meeting of the General Assembly may vote by proxy. A member may authorize another person to act for the member as proxy by (i) executing a writing providing such authorization, signed (including facsimile signature) by the member, or (ii) providing such authorization by electronic mail to the person who will be the holder of the proxy provided that such authorization must set forth information from which it can be reasonably determined that the authorization was given by the member. A proxy shall be revocable at the pleasure of the member executing it, to the extent permitted by law. Unless the duration of the proxy is specified, it shall be invalid after three (3) months from the date of its execution.

#### **4.08 Order of Business**

The order of business at the meetings of the General Assembly shall be as determined by the Executive Committee and included in the meeting notice.

Unless one-third ( $\frac{1}{3}$ ) or more of the votes entitled to be cast in the election of directors are represented in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of the General Assembly are those matters that are described in the meeting notice. If the one-third ( $\frac{1}{3}$ ) threshold is met, the order of business may be altered or suspended at any regular meeting by a majority vote of the members.

#### **4.09 Membership Action Without Meeting.**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all the members entitled to vote thereon, setting forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the member by signing or causing his or her signature to be affixed to the consent by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information for which it can be reasonably determined that the transmission was authorized by the member.

#### **4.10 Notice and Waiver of Notice**

Notice of any meeting of the General Assembly, stating the physical place or virtual platform, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given by the Secretary by delivering a copy thereof personally, by first class mail, by facsimile telecommunication (fax) or by electronic mail, not less than ten (10) days nor more than fifty (50) days before the meeting to each regular member at the address in the records of the Corporation.

A meeting of the General Assembly may be held at any time and at any physical place or virtual platform designated by the Board, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting. Any member may waive notice of any meeting by submitting a waiver in person or by proxy either before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be signed by the member (including by facsimile signature). If electronic, the waiver must be sent by electronic mail, and must set forth or be submitted with information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting the lack of notice of such meeting prior to the conclusion of the meeting shall constitute a waiver of notice by such member.

## ARTICLE V

### **BOARD OF DIRECTORS**

#### **5.01 Number of Directors**

(a) ATA-CLT shall have a Board of Directors consisting of at least five (5) and no more than fifteen (15) directors. Within these limits, the General Assembly may increase or decrease the number of directors serving on the Board. The number of directors elected at an annual meeting shall be maintained for the entire term.

(b) The President of the Corporation in office at the time of the election may choose to serve as Director Ex Officio in the newly elected Board if he or she decides not to run for elected office in the elections. The term of the Director Ex Officio shall be one (1) year and may exceed the President's term limit as a director. The one-year term cannot be renewed. The Director Ex Officio shall have all the rights and privileges of elected directors.

(c) The number of directors set by the General Assembly is inclusive of the four (4) elected Officers of the Corporation, who also serve as directors, and the Director Ex Officio.

#### **5.02 Powers**

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the ATA-CLT shall be managed under the direction of the Board, except as otherwise provided by law or by these Bylaws.

The Board shall have the power to establish its own operating procedures by resolution. However, the Board resolution shall not conflict with the rules and procedures established in these Bylaws.

#### **5.03 Terms**

(a) All directors shall be elected at the annual meeting of the General Assembly to serve a one-year term. However, the term may be extended until a successor has been elected.

(b) Directors may not serve more than five (5) terms in succession.

(c) The term of office shall be considered to begin on December 1<sup>st</sup> and end on November 30<sup>th</sup> of the following year, unless the term is extended until such time as a successor has been elected.

#### **5.04 Qualifications and Election of Directors**

(a) In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and a regular member. The seat of a director who does not maintain his or her regular member status shall become vacant on the day his or her regular member status expires, including the grace periods.

(b) A Nominations Committee of regular members as the Board of Directors may authorize either ad hoc or as a matter of policy, shall have the power and authority to establish fair rules, requirements and procedures for director nominations.

(c) Directors shall be elected at the annual meeting of the General Assembly by a majority vote of the members present in person, by proxy, and attending virtually.

(d) The election shall be conducted on an online election platform that ensures the fairness of the election and the confidentiality of the votes cast.

#### **5.05 Vacancies**

Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced. The partial term served by an appointed director to fill a vacancy shall not count towards the term limits set in section 5.03.

#### **5.06 Removal of Directors**

A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors then in office:

(a) if the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The President is empowered to excuse directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Ranking Vice President shall excuse the President. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

#### **5.07 Board of Directors Meetings**

(a) Regular Meeting. The first regular meeting of a newly elected Board of Directors shall be held within fourteen (14) days of the start of the new term. Meeting date and time shall be set by the President and communicated to newly-elected Directors and Officers using the regular meeting notification procedures.

Subsequently, the Board of Directors shall have a minimum of six (6) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4)

days notice by first-class mail, or facsimile transmission or forty-eight (48) hours-notice delivered personally, by telephone, by e-mail, or other electronic means of communication. If sent by mail, facsimile transmission, or electronically, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place--- physical or virtual---, day, and hour of meeting. The purpose of the meeting need not be specified.

(c) Special Meetings. Special meetings of the Board may be called by the President, Ranking Vice President, Secretary, Treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(d) Waiver of Notice. Any director may waive notice of any meeting, in accordance with North Carolina law.

### **5.08 Manner of Acting.**

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors then in office, irrespective of the size of the quorum, shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the President, the Ranking Vice President, or the Treasurer, in the order of presence, shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(e) Informal Action By The Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

### **5.09 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

### **5.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

## **ARTICLE VI**

### **OFFICERS**

#### **6.01 Board Officers**

(a) The elected officers of the Corporation shall be a President, Ranking Vice President, Secretary, and Treasurer, all of whom shall be chosen by the General Assembly. Each elected officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers.

(b) The Board may also appoint additional Vice Presidents and such other officers, who may be non-director regular members, as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. Non-director officers shall attend Board meetings by invitation, but shall not have voting rights.

(c) One person may hold two or more Board offices unless prohibited by these Bylaws.

#### **6.02 Term of Office**

Each elected officer shall serve a one (1) year term of office and may not serve more than five (5) consecutive terms of office. Elected officers' term of office shall begin on December 1<sup>st</sup>. Elected officers shall serve until their respective successors are elected and have qualified.

#### **6.03 Method of Election**

The General Assembly shall choose by ballot all elected officers for a term of one (1) year. A majority vote of a quorum present shall be necessary to constitute an election.

#### **6.04 Removal and Resignation**

The Board may remove an elected officer at any time by two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors then in office. Appointed officers may be removed by a majority vote of the Board of Directors then in office. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the

notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **6.05 Vacancies**

Vacancies in elected officer roles due to resignation, death, or removal shall be filled by the Board for the balance of the term of the elected officer being replaced. The partial term served by an appointed officer to fill a vacancy shall not count towards the term limits set in section 6.02.

### **6.06 Duties of Officers**

Officers have a legal, moral, and fiduciary responsibility to ensure that the organization does the best work possible in pursuit of its goals. They believe in the purpose and the mission of the organization, and act responsibly and prudently as its steward.

The duties and powers of the following elected officers of the Corporation shall be as set forth below:

**(a) President:** The President shall preside over operations of the Corporation. He or she ensures the effective action of the Board in governing and supporting the organization and oversees Board affairs. He or she shall also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation, and shall perform such other duties as are necessarily incident to the office of the President. Such other duties shall be defined by Board resolution.

**(b) Ranking Vice President:** In the absence or disability of the President, the Ranking Vice President shall perform the duties of the President. When so acting, the Ranking Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Ranking Vice President shall have such other powers and perform such other duties prescribed for them by the President, or the Board of Directors by resolution.

**(c) Secretary:** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the General Assembly, Board of Directors, and committees of directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of the General Assembly, and Board of Directors as required by the Bylaws. The Secretary shall conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed, keep a list of the members of the Corporation, notify the officers and members of the Corporation of their election, and notify members of their appointment on committees. The Secretary shall have such other powers and perform such other duties as may be prescribed by the President, or Board of Directors by resolution. The Secretary may appoint, with approval of the Board, a regular member to assist in performance of all or part of the duties of the Secretary.

In case of absence or disability of the Secretary, the Board may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal (if a seal is adopted by the Board). The offices of Secretary and President may not be held by the same person.

**(d) Treasurer:** The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements only upon approval by any member of the Executive Committee other than the Treasurer. Funds may be drawn only upon the signature of the Treasurer or such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. The Treasurer shall collect the fees, annual dues and service fees and subscriptions, deposit all sums received in a bank, or banks, or trust company approved by the Board or a designated committee of the Board, make a report at the annual meeting or when called upon by the President, and perform such other duties as are necessarily incident to the office of the Treasurer. Such other duties shall be defined by Board resolution.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Board and the Audit Committee, and subject to their inspection and control. At the expiration of his or her term of office, the Treasurer shall deliver over to his or her successor all books, moneys, and other property, or, in the absence of a treasurer-elect, to the President.

In case of the absence or disability of the Treasurer, the Board may appoint a Treasurer pro tem. The Treasurer may appoint, with approval of the Board a qualified regular member to assist in performance of part of the duties of the Treasurer. The offices of Treasurer and President may not be held by the same person.

## ARTICLE VII

### COMMITTEES

#### **7.01 Executive Committee**

**(a)** The Executive Committee consists of the President, Ranking Vice President, Treasurer, Secretary and one other Director. Non-director officers of the Corporation may attend Executive Committee meetings but shall not have the right to vote.

**(b)** The Executive Committee shall have the authority of and responsibility to the Board of Directors in the day-to-day operation of the Corporation in accordance with the Bylaws, and the policies and guidelines set by the Board of Directors.

**(c)** The Executive Committee shall have the authority to create and adopt all necessary procedures to implement the policies and guidelines set by the Board of Directors as long as such procedures do not conflict with the procedures established by the Board.

## 7.02 Audit Committee

(a) The Audit Committee shall consist of three (3) to five (5) regular members of the organization who are knowledgeable in accounting standards and governance. The Board shall approve decisions regarding the appointment and removal of the committee members. Audit Committee members may be removed only for cause with two-thirds ( $\frac{2}{3}$ ) affirmative approval of the Board of Directors then in office.

(b) Members of the Executive Committee or their immediate family shall not be appointed to the Audit Committee. A majority of the members of the Audit Committee shall be selected among regular members who are not officers, directors or committee members of the Organization.

(c) The Audit Committee shall provide independent oversight of the Organization's governance, risk management, and internal control practices. This oversight mechanism also serves to provide confidence in the integrity of these practices.

The committee shall assist the Board by providing advice and guidance on the adequacy of the organization's financial statements and public accountability reporting.

(d) Audit Committee members shall adhere to the organization's code of conduct and any values and ethics established by the organization. It is the responsibility of the Audit Committee members to disclose any conflict of interest or appearance of a conflict of interest to the committee. If there is any question as to whether Audit Committee member(s) should recuse themselves from a vote, the committee shall vote to determine whether the member should recuse himself or herself.

(e) Audit Committee charter, responsibilities, and procedures shall be established by Board resolution.

## 7.03 Ad Hoc Committees

(a) The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the Board. Each committee shall consist of one or more directors and may include individuals who are not directors. Committee Chairpersons and members shall be appointed by and serve under the Executive Committee.

(b) Each committee must operate within budgetary and governance guidelines established by the Board of Directors, hold regularly scheduled meetings, and report its activities to the Executive Committee

(c) Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (i) take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- (ii) fill vacancies in any committee which has the authority of the Board;
- (iii) amend or repeal Bylaws or adopt new Bylaws;

- (iv) amend or repeal any resolution of the Board of Directors;
- (v) appoint any other committees of the Board of Directors or the members of these committees;
- (vi) expend corporate funds to support a nominee for director; or
- (vi) approve any transaction;
  1. to which the Corporation is a party and one or more directors have a material financial interest; or
  2. between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

#### **7.04 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Committee meetings may be called with a one-hour notice by phone or other methods of electronic communication. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **ARTICLE VIII**

#### **CONTRACTS, CHECKS, LOANS,**

#### **INDEMNIFICATION AND RELATED MATTERS**

##### **8.01 Contracts and other Writings**

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

##### **8.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined

by resolution of the Board. The Board resolution shall not conflict with the rules and procedures established in these Bylaws.

### **8.03 Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

### **8.04 Loans**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the General Assembly. Such authority may be general or confined to specific instances.

### **8.05 Indemnification**

(a) Mandatory Indemnification. The Corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The Corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses 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, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

(d) Indemnification of Officers, and Agents. An officer of the Corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Corporation may also indemnify and advance expenses to an agent of the Corporation who is not a director, consistent with North Carolina Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

**ARTICLE IX**  
**MISCELLANEOUS**

**9.01 Books and Records**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

**9.02 Fiscal Year**

The fiscal year of the Corporation shall be set by Board resolution.

**9.03 Conflict of Interest**

The Board shall adopt and periodically review a conflict-of-interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, or member of a committee with Board-delegated powers.

**9.04 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a unanimous vote of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the membership types, the voting rights of directors or regular members, the terms of directors and officers, their term limits, or the quorum requirements. An amendment that does affect the membership types, the voting rights of directors or regular members, their term limits, or the quorum requirements requires ratification by a two thirds ( $\frac{2}{3}$ ) affirmative vote of the unaltered quorum of the General Assembly.
- (c) that an amendment does not alter Article VII section 7.02 and Articles XI and XII of these bylaws. An amendment that alters said Articles requires ratification by a two thirds ( $\frac{2}{3}$ ) affirmative vote of the quorum of the General Assembly.
- (d) that all amendments be consistent with the Articles of Incorporation.

If the Board vote on the Bylaw amendment is not unanimous but at least two-thirds ( $\frac{2}{3}$ ) of the directors voted affirmatively on the amendment, the Board shall convene a regular or special meeting of the General Assembly to consider the amendment. If less than two-thirds of the directors voted affirmatively, the President may declare the amendment null and void, or he or she may convene a regular or special meeting of the General Assembly to consider the

amendment. The amendment shall then be decided by a two thirds ( $\frac{2}{3}$ ) affirmative vote of the members present at the General Assembly in person or by proxy.

### **9.05 Dissolution**

The Corporation may be dissolved or terminated by unanimous approval of the quorum of a duly convened Board of Directors. Distributions upon dissolution shall be governed by Article II, section 2.03(c) of these Bylaws.

## **ARTICLE X**

### **DOCUMENT RETENTION POLICY**

#### **10.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of ATA-CLT records.

#### **10.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, ATA-CLT may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. ATA-CLT expects all officers, directors, and committee members to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and committee members should note the following general exception to any stated destruction schedule: If you believe, or the ATA-CLT informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the Corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.

(d) Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

(e) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(f) Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(g) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The Corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(h) Contracts. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(i) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(j) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important

payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

**(k) Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

**(l) Audit Records.** Internal audit reports should be kept for three years.

**Section 4. Electronic Mail.** E-mail that needs to be saved should be either:

**(i)** printed in hard copy and kept in the appropriate file; or

**(ii)** downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## ARTICLE XI

### **Transparency and Accountability**

#### **Disclosure of Financial Information With The Turkish Community**

##### **11.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance available to the regular members, ATA-CLT practices and encourages transparency and accountability to the membership.

##### **11.02 Policy**

**(a)** ATA-CLT shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, conflict of interest policy, and financial statements to the regular members for inspection free of charge. ATA-CLT shall make available the aforementioned documents upon request, or inform member requesting the information where this information can be found on the internet, within 10 business days.

**(b)** The Board shall have the power to set policy to:

**(i)** indicate which documents and materials produced by the Corporation are presumptively open to the general public.

**(ii)** indicate which documents and materials produced by the Corporation are presumptively closed to the general public.

**(iii)** specify the procedures whereby the open/closed status of documents and materials can be altered.

(c) All Board minutes shall be open to the regular members once accepted by the Board, except where the Board passes a motion to make any specific portion confidential. The motion shall be adopted with a two-thirds ( $\frac{2}{3}$ ) majority.

(d) All papers and materials considered by the Board shall be open to the regular members following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential. The motion shall be adopted with a two-thirds ( $\frac{2}{3}$ ) majority. Materials that contain members' personal information shall be redacted out by the Secretary.

(e) The Executive Committee has the authority to release the information and documents covered by this policy to provisional members from time to time in its discretion.

(f) All member, volunteer and donor records shall be available for consultation by the member concerned or by their legal representatives.

(g) No member records shall be made available to any person inside or outside the Corporation other than to persons who have a legitimate need for such information and to whom the Board has authorized disclosure. Board and committee members shall use such information solely for the purpose of performing services as the Board or committee of ATA-CLT.

(h) Member, volunteer and donor records shall be made available to the Board and Executive Committee members when requested.

## ARTICLE XII

### CODES OF ETHICS AND WHISTLEBLOWER POLICY

#### **12.01 Purpose**

ATA-CLT requires and encourages directors, officers, committee members, and volunteers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of ATA-CLT to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all members is necessary to achieving compliance with various laws and regulations.

#### **12.02 Reporting Violations**

If any director, officer, committee members, or volunteer reasonably believes that some policy, practice, or activity of ATA-CLT is in violation of law, a written complaint must be filed by that person with the President, and the Audit Committee Chairperson.

### **12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review, and may result in expulsion from membership.

### **12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of ATA-CLT and provides the ATA-CLT with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

ATA-CLT shall not retaliate against any member, director, officer, or volunteer who in good faith, has made a protest or raised a complaint against some practice of ATA-CLT or of another individual or entity with whom ATA-CLT has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

ATA-CLT shall not retaliate against any member, director, officer, or volunteer who disclose or threaten to disclose to a public body, any activity, policy, or practice of ATA-CLT that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

### **12.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **12.06 Handling of Reported Violations**

The Audit Committee Chairperson shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and the Audit Committee and appropriate corrective action shall be taken if warranted by the investigation.

### **12.07 Dissemination of Policy**

This policy shall be made available to all members and they shall have the opportunity to ask questions about the policy.

**ARTICLE XIII**  
**COUNTERTERRORISM AND DUE DILIGENCE POLICY**

**13.01 Policy**

Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practice for US. Based Charities” is not mandatory, ATA-CLT shall willfully and voluntarily recognize and put to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

ATA-CLT shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

The Executive Committee shall develop the procedures to implement this policy.

**ARTICLE XIV**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

**14.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by unanimous approval of the quorum of the Board of Directors.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Association of Turkish Americans in Charlotte were approved by the Board of Directors on February 2<sup>nd</sup>, 2022 and constitute a complete copy of the Bylaws of the corporation.

\_\_\_\_\_

Date: \_\_\_\_\_

Ayse Erevelles, Secretary