

**BY-LAWS OF AHISKAN TURKISH AMERICAN SOCIETY OF KENTUCKY,  
KENTUCKY,USA**

**ARTICLE I**

The name of organization shall be Ahisakan Turkish American Society of Kentucky, Kentucky, USA (hereafter, the “council”)

**ARTICLE II  
PURPOSES**

The council shall be non-profit Corporation. Its purposes are as follows:

To promote and organize Ahiska cultural, educational, religious, sporting and social events;

To establish and sustain facilities where present and future generations can participate in activities that promote Ahiska cultural and heritage:

To receive, hold, manage, and disburse funds for the fulfillment of the above purposes and to do so and perform all things necessary or proper for the accomplishment of those purposes: and,

To otherwise engage in other permissible activities for organization qualified under section 501c (3) of the U.S. internal Revenue Code of 1986, as subsequently amended.

**ARTICLE III  
MEMBERS**

This Council shall have no voting members, but the Board of Direction may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members.

**ARTICLE IV  
BOARD OF DIRECTION**

**Section 1 General Powers**

The affairs of the Council shall be managed by the Council.

**Section 2 Duties and Responsibilities**

Duties and responsibilities of the Directors include setting policy and procedure for operation of the Council, electing officers and directors, and accepting contributions received for any purpose of Council.

**Section 3 Number, Tenure, and Qualifications**

The number of directors shall be not less than fifteen or more than nineteen, with the exact number of authorized directors to be fixed from time to time by resolution of the

Board of Directors. Each director shall hold office until his successor shall have been duly elected and qualified. A director may resign by giving written notice to the Council. The resignation shall be effective upon its acceptance by the Council. Any director shall be over 22 years of age to be nominated the office.

#### Section 4 Terms and Term limits of directors

Each director appointed shall hold office until a successor is elected. A person cannot be appointed to the Board of Directors for more than ten years. A person who has served for ten years cannot be re-appointed to the Board of Directors.

#### Section 5 Vacancies

In the case of a vacancy on the Board of Directors through death, resignation, or other cause, the remaining Directors, by an affirmative vote of a majority thereof, may elect a successor to hold office until the next meeting for the election of Directors.

#### Section 6 Boards of Members, Advisory Board and Committees

The Board of Directors shall have the power to establish a Board of Members or such other Advisory Boards or Advisory Committees as the Board may from time to time establish in order to promote service by others to the Council and its purposes. Members of such Boards and committees may be invited to meeting of the Board of directors but shall have no vote at such meetings.

## **ARTICLE V OFFICERS**

#### Section 1 Officer

The officers of the Council shall be a Council President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistants to the above or such other officers as may be elected by the Board of Directors.

#### Section 2 Terms of officers

The term of officers of all shall commence upon their election or appointment and shall continue for year thereafter or until their respective successors are elected and qualified. An officer may resign by given written notice to the Council. The resignation shall be effective upon its acceptance by the Council. The Directors shall have the power to fill any vacancies in any office occurring for whatever reason.

#### Section 3 President

The president shall preside at meeting of the Board of Direction, Appoint committees and shall generally exercise the customary functions of a presiding officer.

#### Section 4 Vice-President

Upon the absence, death, or disability of the President, a Vice-President designated by the President shall perform and exercise the function of the President. Lacking such designation by the President, the Board of Directors shall appoint one of its members to serve as Acting President.

#### Section 5 Secretary

The Secretary shall keep an accurate record of each meeting of the Board of Directors and perform other duties incumbent upon the office or as requested by the Board of Directors.

#### Section 6 Treasurers

The Treasurer shall preside at meetings of the Finance Committee. The Treasurer shall establish policies and procedures for the receipt of all moneys coming to or accruing to the Council and for the deposit of the same in the depository provided or voted upon by the Board of Directors. The treasurer shall establish policies and procedures for the expenditure and disbursement of all moneys and funds. The Treasurer shall operate under the direction of the Board of Directors, including consultation with the Finance Committee in such manner as the Board may prescribe. The Treasurer shall also propose policies and procedures designed to keep an accurate account of receipts, income, and expenditures and other disbursements in the books of the Council, and shall make a report thereof at each regular meeting of the Board of Directors. The Treasurer shall propose policies and procedures to ensure the absence of any conflict of interest in the dealings of board Members with the Council.

#### Section 7 Other Officers

In addition to the above named officers and directors of the Council, the Board of Directors may elect such other officers as they shall deem necessary. Such other officers shall serve at the pleasure of the Board of Directors, who shall prescribe their duties and term of office.

#### Section 8 Removals

Any officer or director may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Council will be served thereby, but such removal shall be without prejudice to any existing contract rights any person so-removed. Such action shall be taken by a vote of two thirds of the Directors then in office at a regular meeting of the Board of Directors or at a special meeting called for such purpose. The proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least seven days prior thereto. If a Director does not participate three in the regular meeting within a calendar year without a legitimate excuse, the board of Directors may vote to remove that director from the Board.

## **ARTICLE VI EXECUTION OF NEGOTIABLE PAPER AND OTHER DOCUMENTS**

The Board of Directors may authorize any officer or officers, agent or agents, to endorse or execute any type of negotiable paper or other document, enter into any contract or execute or deliver any conveyance or other instrument in the name of the council, and such authority may be general or confined to specific instances, When the execute of any contract, conveyance, or other instrument has been authorized, the same may be executed on behalf of the President, the Executive Director, any Vice-President, the Secretary or Assistant Secretary, or the Treasurer or Assistant Treasurer.

## **ARTICLE VII SLARIES**

The board of direction shall serve without compensation.  
The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct the business of the organization.

## **ARTICLE VIII MEETINGS**

### **Section 1 Annual Meeting**

The Annual Meeting of the Board of Directors shall be held on the date each year designated by the Board of Directors at a time stated in the notice thereof, for the purposes of electing or appointing Directors and officers and the transaction of such business as may properly be brought before the meeting.

### **Section 2 Regular Meetings**

Regular meetings of the Board of Directors shall be held not less than four times each year, including the Annual Meeting, on dates to be fixed by the President. Notice and time of such regular meetings shall in the manner hereinafter provided.

### **Section 3 Special Meetings**

Special meetings of the Board of Directors may be called by the President or by vote of a majority of the Directors.

### **Section 4 Action Without a Meeting**

Any action required or permitted to be taken may be taken by the board of directors, or by action committee thereof, without a meeting, if all those entitled to vote consent in writing, other before or after such action is taken, and if the written consents are filed with the records of the Council. Such consents shall be treated for all purposes as a vote at a meeting.

### **Section 5 Quorums**

At any meeting of Board of Directors, one half of the members shall constitute a quorum. Unless otherwise specified y statute or these bylaws, one half of the members of any committee then in office shall constitute a quorum at any meeting of such committee.

Members of any committee may be present at and participate in such meetings by telephone, video conference or similar communications equipment as provided in the By-laws. When a quorum is present at any board or committee meeting, the votes of a majority of the members present and voting shall be necessary and sufficiently for the decision of any question brought before the meeting except as otherwise provided by statute or Articles of organization

#### Section 6 Notice

Notice of the regular annual meeting and any other meeting of the Board of Directors shall be given at least seven days prior thereto by written notice to each director at the address shown on the records of the Council. Reasonable notice of special meetings of the Board of Directors may be made by post, telephone or e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service or private mail service in a sealed envelope, with postage prepaid. Telephonic notice shall be effective when the director receives such telephone call. If sent by e-mail, such notice shall be deemed to be delivered upon the successful transmission of such e-mail, without receipt of failure notice by the Council. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice unless specifically required by statute or by these Bylaws

#### Section 7 Participation by Telephone or Video Conference

Any or all Directors may participate in a meeting of the Board of Directors or any committee of the Board of Directors by means of telephone, video conference or similar communications equipment, by which all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at a meeting.

## **ARTICLE IX ELECTIONS**

#### Section 1 Nominations

The Directors and Officers of the Council, shall be nominated by the Nominating Committee or the Executive Committee.

#### Section 2 Elections

Election of Officers and Directors, may occur at the Annual Meeting or any other meeting of the Board of Directors.

#### Section 3 Vacancies

The Board of Directors shall have the power to declare any office or directorship vacant on account of death or resignation and fill such vacancy in accordance these Bylaws.

## **ARTICLE X INDEMNIFICATION AND INSURANCE**

Section 1 The Council shall, to the full extent permitted for a not-for-profit Council by Ohio law, indemnify each person whom it may lawfully indemnify pursuant thereto, including for expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by an indemnitee if his or her actions, or inactions, were in good faith and in a manner he or she reasonably believed to be in the best interests of the Council. The Council may maintain insurance on behalf any indemnitee, whether or not the Council would have the power to indemnify him or her against such liability under the provisions of this Article X. As used in this Article, "insurance" includes retrospectively rated and self-insured programs.

Section 2 The indemnification and other benefits provided under this Article X:

Ca) Shall continue as to a person who has ceased to be a director, officer, employee or agent (unless otherwise provided when such indemnification is initially authorized or ratified), and shall inure to the benefit of the heirs, executors and administrators of such person; and,

(b) Shall constitute a contract between the Council and the indemnitee. No amendment or repeal of the provisions of this Article X which adversely affects the rights of an indemnitee shall apply with respect to the indemnitee's acts or omissions occurring prior to such amendment or repeal without the indemnitee's written consent.

## **ARTICLE XI FISCAL YEAR AND SEAL**

The fiscal year of the Council shall be fixed by resolution of the Board of Directors. The corporate seal shall be in a form determined from time to time by the Board of Directors.

## **ARTICLE XII WAIVER OF NOTICE**

Whenever any notice is required to be given under statute, or the Articles of Organization or the Bylaws of the Council, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII NON-DISCRIMINATION**

It is the policy of the Council not to discriminate on the basis of race, color, religion, sex or national origin in its selection of directors, officers, employees, agents or program participants. The board of directors and all officers and employees are required to implement this policy.

#### **ARTICLE XIV AMENDMENTS**

These Bylaws may be amended by a majority vote of the directors present and voting at any meeting of the Board of Directors, provided that notice has been given of the intent to amend the Bylaws in the call of the meeting mailed to each member at least one week prior to the meeting. An electronic or other copy of the proposed amendment shall accompany the call of the meeting.

End of Bylaws