

**ARTICLES OF INCORPORATION**  
**OF**  
**TURKISH AMERICAN ASSOCIATION OF MINNESOTA**

The undersigned, being natural persons of the age of twenty-one (21) years or more, acting as Incorporators of a corporation under the provisions of the Minnesota Nonprofit Corporation Act, being Chapter 317 of Minnesota Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I

NAME AND DURATION

The name of the corporation shall be "TURKISH AMERICAN ASSOCIATION OF MINNESOTA". The term of duration of this Corporation's existence shall be perpetual.

ARTICLE II

OBJECTS

The purposes of which this Corporation is organized are:

To foster awareness in the community of the richness of Turkish heritage and of the contributions of the people of Turkey and their families to American life and to the cultures of the world; and to keep Turkish culture alive among the people of Turkey and their families who are residing in Minnesota; and

To do everything advisable and convenient for the accomplishment of the general purposes set forth above which are not forbidden by law or these Articles of Incorporation, including, but not limited to, the following:

- ( i ) To organize social, educational, recreational and other functions to promote better understanding and friendship both among the members of this Corporation and among individuals and organizations within Minnesota who share an interest in Turkish culture;
- ( ii ) To maintain liaison with similar organizations in the United States and Canada;
- ( iii ) To provide support to and participate in the activities of the Turkish American Student organizations in the higher educational institutions of Minnesota consistent with the by-laws of the said institutions; and
- ( iv ) To organize appropriate fund raising activities in support of said social and cultural activities.

### ARTICLE III

#### POWERS

This Corporation shall have all the powers granted to private corporations organized under the provisions of Minnesota Nonprofit Corporation Act.

## ARTICLE IV

### MEMBERSHIP AND TERMS OF ADMISSION

The terms of admission to membership in this Corporation, and the respective rights and privileges of such membership shall be as follows:

Section 1. The members of this Corporation shall be of two types: regular "Members" (hereafter referred to as "Members") and "Honorary Members".

Section 2. Any person of good standing who is at least 18 years of age and who subscribes to the purposes of this Corporation and wishes to participate in furthering its activities, upon approval by the Board of Directors and payment of the annual dues shall become a Member. Each candidate applying to such membership must file a proper written application with the Secretary of the Corporation.

Section 3. Any Member may nominate candidates for honorary membership by filing with the Advisory Committee a request for such consideration accompanied with supporting material. Honorary membership shall be extended to such nominees who are recommended by the Advisory Committee to the Board of Directors for such recognition and who receive not less than two-thirds affirmative votes thereof for such recognition in a regular meeting of said Board. Honorary membership may also be extended to nominees whose membership is recommended by the Advisory Committee to the Meeting of Members in General Assembly and who receive not less than two-thirds affirmative votes for such recognition in a regular meeting thereof. Honorary Members

shall have all privileges accorded to Members except the privilege of voting and shall be exempt from payment of annual dues.

Section 4. Annual dues shall be charged to all Members. The amount of such dues shall be recommended by the Board of Directors. Membership year is defined as a full calendar year starting on January 1st.

Section 5. The membership in this Corporation of either a Member or an Honorary Member may be revoked if such individual has violated the purposes of this Corporation or its Articles or By-laws. Revocation process shall be commenced upon filing with the Advisory Committee of a proper written request therefore signed by at least five Members in good standing, accompanied with supporting material. The Advisory Committee shall review all such requests and refer the matter with its recommendation to the Board of Directors. The Board by a two-thirds affirmative vote may suspend the rights and privileges of such a member until the next regular Meeting of Members in General Assembly. The Meeting of Members in General Assembly will review all such suspensions, and by a two-thirds vote may either reinstate such member's rights and privileges, or may complete the revocation process by ratifying such suspension.

ARTICLE V

MEETINGS OF MEMBERS IN GENERAL ASSEMBLY

Section 1. Any person who has been a Member of this Corporation for at least 60 days and whose membership is current shall have the right to vote at Meetings of Members in General Assembly.

Section 2. The Meetings of Members in General Assembly shall be of two types: Annual and Special. Voting at such meetings is restricted to Members only.

Section 3. The Annual Meeting of Members shall be held in November every year to receive and approve an annual activity report of the Officers and of the Board and to transact any other business that may properly come before it. The Annual Meeting shall also include an election in those years in which the terms of Officers and the Board of Directors are to expire, as provided by these Articles and the By-laws. The representation either in person or by proxy, of fifty-one percent (51%) of Members is necessary to constitute the needed quorum. If a quorum is not attained at the first meeting, the meeting will be adjourned and a second meeting called. At such second meeting, a representation either in person or by proxy of twenty percent (20%) of Members shall constitute the needed quorum.

Section 4. Special Meetings of Members to consider any matter of interest or concern may also be called at the request of : (a) the President of this Corporation; or (b) a majority

members of the Board of Directors; or (c) ten or more of Members qualified to vote at Meetings of Members. All such requests must be in a written form duly signed by initiators and either delivered in person, or duly mailed, to the Secretary, who shall then call the said Special Meeting of Members.

Section 5. All Meetings of Members, whether Annual or Special shall be held at a place, within the seven county Metropolitan Twin Cities area in Minnesota, designated by the Board of Directors. Notices of such meetings with the appropriate Agenda shall be delivered in person or mailed not less than 14 nor more than 30 days before the meeting. Unless provided otherwise by these Articles, the Advisory Committee Chair shall be the chairperson of all Meetings of Members; and in case of said chairperson's absence, the Vice President shall conduct the meeting.

Section 6. The Special Meetings of Members, unless provided otherwise by these Articles, shall be held at such time and date designated by the Board of Directors or as may be provided for or fixed by these Articles.

Section 7. Unless provided otherwise by these Articles, decisions in duly constituted Meetings of Members shall be approved by simple majority vote of those present.

## ARTICLE VI

### OFFICERS AND DIRECTORS

Section 1. Any person who has been a Member of this Corporation for at least one year

is eligible for election as an Officer or Director of this Corporation.

Section 2. In addition to the offices of President, Secretary, and Treasurer, this Corporation shall have the following offices: a Vice-President/President elect, a Social Committee Chair, a Festival of Nations Chair, a Publicity Committee Chair, an Advisory Committee Chair, Fund Raising Chair and a Student Representative.

Section 3. The Members at an Annual Meeting shall by secret ballot elect the Officers to exercise the functions of the offices enumerated in Section 2 above. The term of each such office is for two calendar years. The Vice-President/President elect will be the President of the organization the term to follow the term of President.

Section 4. Officers shall have the authority and duties in the management of the business of the Corporation that these Articles of Incorporation or the By-laws prescribe or , in the absence of such prescription, as the Board of Directors determines.

Section 5. All Officers of the Corporation with current terms shall, by virtue of their selection to their respective offices, be ex-officio members to the Board of Directors. Immediate past-President, and if not available, the immediate past Vice-President of this Corporation shall also be an ex-officio member of the Board of Directors. Ex-officio Directors shall have the identical rights, duties and authorities as regular Directors.

Section 6. Vacancies in any of the offices of this Corporation, except in the office of President, shall be filled by the Board of Directors for the unexpired term of the vacant office. The vacancy in the office of President shall be filled automatically by the Vice-President.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business of this Corporation shall be managed by a Board of Directors. The number of Directors shall be at least two but not more than eleven. The actual number of Directors for any given year shall be set by the By-laws.

Section 2. The Board of Directors shall have authority to make and alter By-laws, subject to the power of the Meeting of Members to change or repeal such By-laws, by a two-thirds vote, provided, however, that the Board shall not make or alter any By-laws which contravene the provisions contained in these Articles of Incorporation.

Section 3. Members at an Annual Meeting immediately after electing the Officers of this Corporation to their respective offices shall, by secret ballot, elect the at-large Directors, if necessary, to complete the cadre of the Board of Directors.

Section 4. Directors shall be elected for two calendar years. Vacancies in at-large Directors' ranks shall be filled by the Board of Directors for the unexpired term.

Section 5. A majority of the elected Directors shall constitute the needed quorum for a duly constituted meeting of the Board of Directors.

Section 6. The President shall chair the meetings of the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. There shall be two types of Committees: Standing Committees and Temporary Committees.

Section 2. Standing Committees: There shall be four Standing Committees: the Social Committee, the Festival of Nations Committee, the Advisory Committee, and the Publicity Committee. The Standing Committees shall consist of a chairperson elected by the General Assembly and at least two committee members. Standing Committee chairs may establish sub-committees to assist them in discharging their functions.

Section 3. Temporary Committees: Temporary Committees may be established and their chairperson by appointed either by the Meetings of Members or by the Board of Directors on an ad hoc basis to carry out certain designated functions. Each such committee shall have a fixed term at the end of which its existence shall cease.

Section 4. A Member wishing to carry out any activity on behalf of this Corporation may do so only with the prior written approval of the Board of Directors.

## ARTICLE IX

### FINANCES

Section 1. The Corporation shall derive its financial resources from the annual membership dues; from charitable contributions of Members, individuals and/or institutions; from fund raising dinners and Festival of Nations activities; and other sources which are in compliance with the scope and the purpose of this Corporation.

Section 2. Meetings of Members to consider the Budget of the Corporation, hereafter referred to as "Budget Meetings" shall be held in conjunction with the Annual meeting for the purpose of accepting the report of the Treasurer, review the previous term's expenditures and

for approving the Budget for the ensuing term which shall be prepared by the Board of Directors.

Section 3. The fiscal year of the Corporation shall begin on January 1st of each year.

Section 4. The Board shall set aside and designate a sum totaling Twenty-five percent (25%) of the yearly budget as a

Reserve to meet expenses not scheduled in or anticipated by the budget. Expenditures not included in the budget and exceeding said reserve require the approval of the Meeting of Members.

## ARTICLE X

### MISCELLANEOUS

Section 1. All written communications of this Corporation shall be conducted in English. Meetings will be conducted in English; however Turkish speaking will be allowed when requested. Translations will be made as needed. Parliamentary procedures contained in the current edition of Roberts Rules of Order shall apply at all meetings to the extent they are not inconsistent with these Articles or By-laws.

Section 2. The registered office of this Corporation shall be located at 5417 Blake Road Edina, MN 55436.

Section 3. This Corporation shall have no capital stock.

Section 4. This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

Section 5. The Directors, Officers and members of this Corporation shall not be personally liable for the debts or obligations of this Corporation of any nature whatsoever, not shall any of the property of the Directors, Officers or members be subject to the payment of the debts or obligations of this Corporation to any extent whatsoever.

Section 6. Any provision contained in these Articles of Incorporation may be amended solely by a two-thirds affirmative vote of Members present and voting at a Meeting of Members duly convened for the purpose. Proposed amendments must be sponsored by five or more Members and submitted to the Secretary in writing for dissemination; such proposed amendments shall be voted upon at the next scheduled Meeting of Members if held not sooner than two weeks after said dissemination.

## ARTICLE XI

### FIRST DIRECTORS

The names and post office addresses of the first Directors who are the only Members of this Corporation and the terms of each Director is as follows:

Edgar K. Yucel	4712 Merilane Edina, MN 55436	1 year
Ferit Konar	81 West Golden Lake Road Circle Pines, MN 55014	1 year

## ARTICLE XII

### INCORPORATORS

The names and post office addresses of the Incorporators of this Corporation are as follows:

Edgar K. Yucel	4712 Merilane Edina, MN 55436
Ferit Konar	81 West Golden Lake Road Circle Pines, MN 55014

IN WITNESS WHEREOF, we have hereunto set our hands this  
\_\_\_\_\_ day of \_\_\_\_\_, 1989.

\_\_\_\_\_  
Edgar K. Yucel

\_\_\_\_\_  
Ferit Konar

In the presence of

\_\_\_\_\_ Jo Elhorn