

BY-LAWS Draft June 03, 05
OF
THE TURKISH AMERICAN ASSOCIATION OF MINNESOTA

ARTICLE I
OFFICES

Section 1. The registered Office of the Association is 81 West Golden Lake Road, Circle Pines, MN 55014 as provided in the Articles of Incorporation. Any change of location thereof is subject to the provisions of Section 317.19 of the Minnesota Nonprofit Corporation Act.

ARTICLE II
MEMBERS

Section 1. Classification of Membership and terms of admission to the Association are set forth in ARTICLE IV of the Articles of Incorporation.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Meetings. The types of Meetings of Members as well as the Quorum and Notice requirement for each are set forth in ARTICLE V of the Articles of Incorporation.

Section 2. Proxies. The proxies which could be used for voting at any Meeting of Members shall be in writing, drafted in an appropriate form and duly executed by the Member qualified to vote therein; such proxies shall be filed with the Secretary of the Association before or at the time of the meeting.

Section 3. Voting. Each member qualified to vote at Meetings of Members shall be entitled to one vote upon each matter submitted to a vote at such meetings. Unless otherwise provided for by the Articles of Incorporation, Members may vote by voice at the discretion of the chair of the meeting.

ARTICLE IV
NOMINATIONS AND ELECTIONS

Section 1. Formal Nominations. Formal nominations received by the advisory Committee at least three weeks prior to the Annual Meeting for all elective offices to be filled by the Annual Meeting of Members in General Assembly shall be compiled by the Advisory Committee and made available to the Members at the Annual Meeting.

Section 2. Nominations from the Floor. Nominations may also be made from the floor during the Annual Meeting.

Section 3. Consent of Nominees. All nominations require the prior consent of the nominees.

Section 4. Election of Officers. Balloting for the election of Officers of the Association shall be conducted sequentially in following order: Vice President/President Elect, Secretary, Treasurer, Advisory Committee Chair, Social Committee Chair, Festival of Nations Committee Chair, Publicity Committee Chair, and Fund Raising Chair. When electing the Vice President/President Elect, Secretary and Treasurer, if at first balloting no candidate receives the majority of the votes cast, a runoff election shall be held immediately thereafter between the two leading candidates.

Section 5. Election of At-Large Directors. The balloting for the election of at-large Directors, if any, to complete the cadre of Directors shall be conducted immediately following the election of the Officers. The vote to be cast shall be for as many candidates as necessary; and the candidate receiving the highest votes sequentially shall be elected to fill the number of vacancies in the cadre.

Section 6. Election of Standing Committees Members. The balloting for the election of two Members each to Standing Committees shall be conducted at the same time as Advisory Committee, Social Committee, Festival of Nation Committee, Fund Raising Committee and Publicity Committee chairs are elected. The vote to be cast shall be for candidates for each such committee and the leading candidates shall be deemed elected as such committee chairs, and the following two candidates with the highest votes will be committee members.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number. The number of Directors of the Association shall be eleven

Section 2. First Meeting. The first Meeting of the Directors shall be held within the first two weeks after the election, the time and place of this meeting will be informed to the Directors by the newly elected President.

Section 3. Regular quarterly meeting: In addition to the first meeting of Directors, the Directors shall provide by resolution, the time and place for the holding of three regular quarterly meeting of the board without other notice than such resolutions.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called for any purpose or purposes, at any time, by the President or by any three members of the Board. Upon such a request in writing, delivered in person to the Secretary, it shall be the duty of the Secretary forthwith to cause to be given to the Directors of a notice of a meeting to be held at such time as such officer may fix, such fixed time not being less than five days nor more

than ten days after receipt of such request. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Special Meetings. Five days' notice shall be given to each Director of the time and place of each special meeting of the Board, but any Director may, in writing, either before or after the meeting, waive notice thereof; and, without notice, any Director by his attendance at and participation in the action taken at any meeting, shall be deemed to have waived notice.

Section 6. Quorum. A majority of the Members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be deemed an act of the Board of Directors at that meeting. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing signed by all the directors.

ARTICLE VI OFFICERS

Section 1. President. The president shall preside at Board meetings of the Association. The President who shall also be an ex-officio member of Standing and Temporary committees shall perform all duties which are usually incident to the Presidency and such other duties as may from time to time be assigned to him by the Board.

Section 2. Vice-President/President-Elect. The Vice-President/President-Elect shall, in the absence of the President, exercise all of the functions of the Presidency. The Vice-President/President-Elect shall automatically succeed to the Presidency, should a vacancy occur in that office. The Vice-President/President-Elect shall assist the President and shall perform such duties as may be prescribed by the President or the Board. The Vice-President/President-Elect will be the President of the Association for the two year term to follow the term of President.

Section 3. Secretary. The Secretary shall discharge all duties assigned to the offices by the Articles of Incorporation of the Association. The Secretary shall attend all meetings of the Board and all Meetings of the Members and record all proceedings of such meetings in the minute book of the Association. The Secretary shall maintain a complete letter file containing all correspondence relating to the Association, and shall be responsible for sending out all notices, membership cards and shall perform such other duties as may be prescribed by the President of the Board.

Section 4. Treasurer. The Treasurer shall have charge of the funds of the Association. Checks drawn shall be signed by either the President or the Treasurer and shall be countersigned by an additional Board member. The Treasurer shall collect the annual dues from Members and make deposit in the name and to the credit of Association in such depositories as may be designated by the Board. The Treasurer shall manage the financial aspects of the fund raising activities of the Association and will maintain a master accounting book in accordance with generally accepted accounting principles. The Treasurer shall also maintain a master inventory book for the capital equipment and goods of the Association. The Treasurer shall keep the Secretary apprised with respect to the currency of the Members' annual dues accounts.

Section 5. Advisory Committee Chair. The Advisory Committee Chair shall be in charge of all legal and constitutional counseling activities of the Association. These activities include, but not limited to, organization and conducting the general elections; collecting and distributing to the general membership the nominations of the Officers of the Members of the Board; maintaining the by-laws; auditing the financial books of the Association; and reporting to the Meetings of Members about the handling of finances of the Association by the Board; and perform such activities as deemed necessary. The Advisory Chair shall identify and recommend to the Board, Members with outstanding services to the Association for recognition and conferring honors to them by the Board and/or Meetings of Members.

Section 6. Social Committee Chair. The Social Committee Chair shall be responsible for all social activities of the Association. These Activities include, but are not limited to, annual dinners, cultural nights, summer picnics, Festival of Nations, folk dancing, music, physical fitness, language lessons, and other activities as approved by the Board.

Section 7. Publicity Committee Chair. The Publicity Committee Chair shall be in charge of all public relations, publicity and publication activities of the Association. These activities include but not limited to, publishing a quarterly newsletter of the Association, organizing seminars of general interest, negotiating with the local radio and television media the broadcast of cultural, touristic and documentary productions.

Section 8. Fund Raising Chair: The Fund Raising Chair will organize fund raising events, and promote membership.

Section 9. Past President or Vice-President/President-Elect. The past President or Vice-President/President-Elect of the Association shall assist the Board in maintaining continuity and smooth operations of the Association.

Section 10. Other Officers. The Board of Directors may appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as the Board may deem advisable. Each officer and agent so appointed shall hold office at the pleasure of the Board and shall perform such duties as may be assigned to him by the Board of Directors.

Section 11. No Board member shall receive any compensation for his/her services nor shall any Board member be personally liable for any bills past or present, except for payments of his/her own dues. No Board member shall engage in any financial transaction in favor of a person and on behalf of Association.

Section 12. Student Representative. The Student Representative shall assist the Board in matters relevant to the needs and activities of the students who are members of the Association.

ARTICLE VII AMENDMENTS

Section 1. The Board of Directors shall have authority to make or alter the By-Laws of the Association, subject to the power of Members to change or repeal the same as set fourth in the Articles of Incorporation, provided, however, that the Board of Directors shall not make or alter any By-Law fixing the number or term of offices of Directors.

ARTICLE VIII ANNUAL DUES

Annual dues for membership shall be charged, and shall be reviewed each year by the General Assembly, and shall be determined by a majority vote of the Assembly. The students from the higher educational institutions of the State of Minnesota shall pay one half of the annual dues.

ARTICLE IX RESPONSIBILITIES

Section 1. The Association shall comply with policies, rules, regulations, and all applicable laws of the State of Minnesota and the United States of America.

Section 2. The Association shall not endorse a political candidate, hold fund raising activities for or donate any money to political organizations. (The members as "individuals representing themselves" and wanting to and getting in helping political candidates who support Turkish American causes can do all the above.)

Section 3. The membership of the Association to similar organizations shall be reviewed each year by the Board and approved by the General Assembly.