

BYLAWS

OF THE

ASSOCIATION OF TURKISH AMERICANS OF SOUTHERN CALIFORNIA

AMENDED AND RESTATED

**A California Nonprofit
Public Benefit Corporation**



October 29, 2010

ASSOCIATION OF TURKISH AMERICANS OF SOUTHERN CALIFORNIA

BYLAWS

Article I

APPLICABILITY OF BYLAWS

Section 1. Subject to the provisions of law and any limitations in the Restated Articles of Incorporation, the management of the activities and the conduct of the affairs of the Corporation shall be governed by these Bylaws.

Section 2. The name of the organization has been officially changed to the “**Association of Turkish Americans of Southern California**” hereinafter referred to as **ATASC**. However, the IRS and State of California still recognize the old name of “**American Turkish Association of Southern California** ” so this name is on the Bank and Insurance and potentially some other documentations.

Section 3. ATASC is an umbrella organization consisting of its recognized, regional and philanthropic chapter organizations in Southern California.

Section 4. ATASC is a charitable organization with a 501 (c) (3) designation by IRS with an EIN of 33-0190399. The mission of ATASC and its Chapter Organizations is to foster a strong Turkish-American Community with a common voice in promoting the Turkish culture and heritage through cultural, educational, charitable, and social activities.

Section 5. In accordance with the Internal Revenue Service Form 5768, “Election/Revocation of Election by an Eligible 501(c)(3) Organization to Make Expenditures to Influence Legislation” and with the provisions of Section 501(h) of the Code, ATASC and its chapters can engage in advocacy, grassroots, and lobbying activities for issues affecting the Turkish-American community.

Section 6. These Bylaws shall supersede any other associated ATASC documents such as the Policies and Procedure Manual. In the event of inconsistencies with said documents, the Bylaws provisions shall always supersede provisions in those associated documents.

Article II

BOARD OF DIRECTORS

Section 1. Number of Directors: The number of directors of the Board of Directors shall be variable, depending on the number of chapter representatives. The Board of Directors shall be composed of the following elected officers: a President/Chair, a President-Elect, a Chief Financial Officer/Treasurer, immediate past President, four (4) At-Large Directors, **and** a

representative of each ATASC chapter. Chapter representatives are the Chapter Presidents except in the very rare situations where the President cannot attend. (i.e., Chapter President or Chair).

Section 2. Qualifications of Directors: No person shall be elected to the Board of Directors and no person shall serve as a director of the Corporation unless such person (a) is a member as defined in Article V of these Bylaws, (b) is a resident of Los Angeles County, Orange County, Ventura County, Riverside County, San Bernardino County, San Diego County, or Santa Barbara County and (c) **is a member in good standing with ATASC and/or an ATASC Chapter and (d) has served on a Chapter Board for a minimum of one year.**

Section 3. Powers of Directors: Subject to the provisions of law and any limitations in the Restated Articles of Incorporation or these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. In addition, any action which would otherwise require approval by a majority of all "members" (as such term is defined in Section 5056 of the California Corporations Code) or approval by the "members" (as such term is defined in Section 5056 of the California Corporations Code) shall require only approval of the Board of Directors and all rights which would otherwise vest in the "members" (as such term is defined in Section 5056 of the California Corporations Code) shall vest in the directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, or to a committee, provided that the Board of Directors shall have the ultimate power over all the decisions of the Corporation. Without prejudice to, or limitation of, such general powers, the Board of Directors shall have the following powers:

- (a) To appoint and remove all agents, and employees of the Corporation; to prescribe such powers and duties for all employees as may not be inconsistent with law, with the Restated Articles of Incorporation, or these Bylaws; to compensate, if applicable, all agents, and employees; and to require a prudent and responsible service of all employees;
- (b) To change the business address of the Corporation within the State of California; to fix and locate from time to time one or more subsidiary offices of the Corporation within the State of California; to designate the location for the Board meetings within the State of California; to adopt, and use a corporate seal and to revise the seal as needed, provided such seal shall at all times comply with the provisions of law;
- (c) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or other evidences of debt and securities therefore;
- (d) To acquire, hold, sell, develop, dispose of, and convey, in the corporate name, real and personal property and to perform all acts incident thereto consistent with the purposes of the Corporation;
- (e) To serve as an Executive or Ad Hoc Committee Chair or a committee member, if deemed necessary;

- (f) To establish and coordinate the work of the Chapters to ensure that they comply with the requirements of these Bylaws. These Chapters may be independent in their internal affairs; and
- (g) Develop and implement programs for public education and information.

Section 4. Nominations, Election, Composition and Term of Office:

- (a) The Board of Directors of ATASC consists of a President/Chair, a President-Elect, a Chief Financial Officer/Treasurer (CFO), immediate past President, four (4) At-Large Directors, and Chapter Representatives. The President/Chair, the President-Elect, the Chief Financial Officer, and four (4) At-Large Directors are elected separately by current members at the annual General Assembly meeting and become directors upon their election and will serve as defined by Article VI. Chapter representatives on the ATASC Board are the Chapter Presidents. If the Chapter Presidents cannot attend a meeting, another representative can attend with Chapter Board's written approval to vote for the Chapter. The immediate past President will serve as a Board of Director for two years following the end of his/her term to ensure continuity in Associations (ATASC) operations. The Corporation Secretary is elected by the ATASC Board of Directors among the Chapter Representatives and the At-Large Directors serving on the ATASC Board of Directors.
- (b) Each of the four (4) At-Large Directors shall serve two-year terms. At-Large Directors have staggered elections (i.e., two At-Large Director seats are elected annually).
- (c) Each chapter shall have one Chapter Representative who is the President of the Chapter.
- (d) The Board of Directors shall appoint an Elections Committee and an Elections Committee Chair during the third quarter. The Elections Committee shall seek and identify candidates for the President/Chair, President-Elect, Chief Financial Officer, and At-Large Directors considering input from the members. The slate may consist of one or more names for each position. The process shall be announced by any available means (website, mail, e-mail, etc.), so as to assure public awareness and to seek out any potential candidates. The Elections Committee shall compile the list of potential candidates, together with their statements of interest. The list of candidates shall be submitted to the members for voting during the annual General Assembly or prior to the Assembly via website or E-mail announcements, together with a provision that write-in candidates, who are able to run off the floor after verifying they are qualified in accordance with the requirements of Section 2. The Elections Committee shall oversee the election itself. Nominating committee shall consider the following qualifications for candidates to serve as Board of Directors:
 - A candidate must be a member in good standing (i.e., current with previous years' membership dues, for example to be a candidate for 2010 elections scheduled on Jan 2011, they must have been a member for all of 2010) before he/she is allowed to run for a Board position.

- A candidate must have demonstrated leadership in the community through active participation in ATASC's committees or chapter boards and/or executive committees for at least a year, preferable a total of two years.
 - Geographical balance towards achieving regional representation in Southern California must be assured based on membership.
- (e) The President/Chair (if needed), President-Elect, Chief Financial Officer, and At-Large Directors' seats, which are up for election, shall be filled during the election to be held during the General Assembly meeting. The nominees with the highest number of votes for the open seats shall be elected for those respective positions. In case of ties, a run-off election shall be held immediately.
- (f) After the election of the President/Chair (if needed), the President-Elect, the Chief Financial Officer, and the At-Large Directors, the new Board of Directors consisting of the President/Chair, Chief Financial Officer, immediate past President, four (4) At-Large Directors, and Chapter Representatives convenes to elect the Secretary. The President shall serve as the Chair and is the Chief Executive Officer of the Corporation. The President-Elect acts as the Chief Executive Officer in the absence of the President. The Corporation Secretary is responsible for managing the administrative affairs of the Board of Directors and is the custodian of the organization's records and the seal of the Corporation. The positions of the President, the President-Elect, the Chief Financial Officer, and Corporation Secretary are further defined in Article VI.
- (g) Members may cast their votes either in person at the designated General Assembly Meeting or via proxy. Members may cast their votes by proxy only if (1) the proxy grantor would have been eligible (current paid member of an ATASC chapter) to vote in the election had they been present, (2) the person to whom the proxy is granted ("proxy holder") is eligible to vote themselves, and (3) the proxy holder is present at the General Assembly. Each family member will be entitled to two (2) votes (or proxies), and an individual and student members will be entitled to one (1) vote (or a proxy).

Section 5. Vacancies:

- (a) Any vacancy occurring in the Board of Directors shall be filled in accordance with Section 5(c).
- (b) A vacancy or vacancies in the Board of Directors shall be deemed to exist (i) in the event of the death, resignation or removal of any director, or (ii) if any director then in office at any time fails to meet the requirements of Section 2 of these Bylaws, or (iii) if the Board of Directors by resolution declares vacant the office of a director who has been declared of unsound mind by a final order of court, has been convicted of a felony, has been found by a final order or judgment of any court to have breached any duty under Article 3 of the California Nonprofit Public Benefit Corporation Law, or (iv) has missed two or more consecutive meetings out of four of the quarterly Board meetings without notification to the President.
- (c) A qualified person may be appointed by a majority vote of the Board of Directors to serve as an "acting President, Chief Financial Officer, or At-Large Director" to fill any vacancy

until the next General Assembly. Consideration should be given if the vacancy occurs less than six months prior to the next general assembly. If a Chapter Representative's seat is vacant, said chapter is required to replace the representative in accordance with its internal procedures and notify the President/Chair with the name of the replacement and contact information within 15 days of the effective date of the resignation.

Section 6. Resignation: Subject to the provisions of Section 5226 of the California Corporations Code, any director may resign effective upon giving written notice to the President/Chair (or the President-Elect if the President/Chair seeks resignation), unless the notice specifies a later time for the effectiveness of such resignation. If the Chief Financial Officer resigns, a successor shall be elected following the procedures of Section 5(c). The newly elected director takes office when the resignation becomes effective.

Section 7. Removal:

- (a) The Board of Directors, by majority vote of the directors then in office, may declare vacant the office of a director who (i) has been declared of unsound mind by a final order of court, (ii) has been convicted of a felony, (iii) has been found by a final order or judgment of any court to have breached any duty under Article 3 of the California Nonprofit Public Benefit Corporation Law, (iv) has missed two or more consecutive regular or special meetings out of the four quarterly Board meetings without notification to the President/Chair of the Board (or President-Elect if the President/Chair is to be absent). The director whose office is declared vacant pursuant to this Section 7 shall be provided with written notice of his or her removal from the President/Chair (or the President-Elect is to be removed). Such written notice shall be sent via e-mail and by the United States mail, in a sealed envelope, with first class postage thereon prepaid, and shall be addressed to such director, at such address as he or she has given to the Corporation for the purpose of notice. The written notice shall also be carbon copied to the Board of Directors via E-mail.
- (b) A director may be removed from office, without cause, by the vote of **two-thirds** (excluding that director's vote) of the directors then in office, a successor shall be elected following the procedure in Section 5 (c).

Section 8. Regular Meetings. The Board of Directors shall hold quarterly face to face (f2f) meetings for the purpose of organization and the transaction of all business. Quarterly f2f meetings shall be held on days, locations and at times as designated by resolution of the Board of Directors. The Board of Directors may provide by resolution the time and place, within an area mutually agreeable by all Directors, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution. Regular meetings may also be conducted via teleconference and/or videoconference to accommodate schedules and driving time. Directors requesting teleconference and/or videoconference meetings must do so to the President/Chairman of the Board and provide ample time for arranging equipment prior to the scheduled meeting.

Section 9. Special Meetings. The President/Chair of the Board may call special meetings of the Board of Directors for any purpose or purposes at any time. The person or persons authorized to call special meetings of the Board of Directors may determine any agreed upon place for holding any special meeting of the Board of Directors called by them. Special meetings

may also be conducted via teleconference and/or videoconference to accommodate schedules and driving time. Directors requesting teleconference and/or videoconference meetings must do so to the President/Chair of the Board and provide ample time for arranging equipment prior to the scheduled meeting.

Section 10. Meeting Notice.

- (a) Notice of any special meeting of the Board of Directors shall be given at least 7 days prior thereto if given by first class mail or at least 48 hours prior thereto if given by telephone, e-mail, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered, called, or sent to each director at such director's personal residence, phone number, and e-mail as such address, phone number, and e-mail is shown upon the records of the Corporation or at such address, phone number, and e-mail as may have been given to the Corporation by the director for purposes of notice, or, if such address, phone number, and e-mail is not shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held.
- (b) If mailed, such notice shall be given when deposited in the United States mail in a sealed envelope addressed as required by Section 10(a), with first class postage thereon prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission to the recipient, or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone or wireless to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.
- (c) Notice of a meeting need not be given to any director who (i) signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (ii) attends the meeting without protesting, prior thereto or at its commencement, his or her lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.
- (d) The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 11. Meetings by Teleconference, Videoconference, or Motions by E-Mail.

- (a) **Meetings by Teleconference:** Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting. Decisions made at such meetings shall become official upon issuance of written documentation or e-mail, subsequent to the conference call.
- (b) **Meetings by Videoconference:** Members of the Board of Directors may participate in a meeting through use of videoconference or similar communications equipment, so long as

all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting. Decisions made at such meetings shall become official upon issuance of written documentation or e-mail, subsequent to the videoconference call.

- (c) **Motions by E-mail:** A Board meeting via e-mail is said to have occurred when the President/Chair seconds and presents a motion received from one of the Board members to all Board members through the e-mail. The President may also introduce a motion to be seconded by one of the Directors. Members have **72 hours** to review and respond to the motion for it to be considered valid. If a response is not received within this time frame, it will be considered a YES (affirmative) vote. Meetings via e-mail can be useful to effectively accomplish organization's business between official quarterly meetings.

Section 12. Quorum and Proxies. A majority of the number of directors present at the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except to adjourn as provided in Section 16 of these Bylaws. Any director may authorize another director to act on his/her behalf if a duly signed proxy is provided. In the event of a tie, the President's/Chair's vote shall count as two votes.

Section 13. Conduct of Meetings. The President/Chair of the Corporation or, in his or her absence, the President-Elect or, in his or her absence, any director selected by the directors present shall preside at regular and special meetings of the Board of Directors. The Corporation Secretary or, in his or her absence, any person appointed by the person presiding at such meeting shall act as secretary at such meeting.

Section 14. Manner of Acting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, the Restated Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as is required by law, the Restated Articles of Incorporation or these Bylaws. Any action required or permitted to be taken by the Board of Directors under any provision of these Bylaws may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. For the purposes of this section only "all members of the Board of Directors" shall not include "any interested director" as defined in Section 5233 of the California Corporations Code. In the case of motions by e-mail, a duly presented and seconded motion shall be considered an act of the Board only if a majority of the Directors vote affirmatively. Such voting shall be completed within 72 hours of the motion after the President/Chair's seconding. Non-voting within 72 hours shall constitute a "YES" vote unless the Director is unavailable during the one week period or has not given his/her signed proxy for the matter being voted upon.

Section 15. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting,

each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting of the Board of Directors.

Section 16. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board of Directors to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the reconvening of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 17. Compensation. Directors as such shall not receive any stated salaries for their services but, by resolution of the Board of Directors, a reasonable fixed sum and reasonable expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board of Directors or of committees of the Board of Directors; but nothing herein contained shall be construed to preclude any director, when requested by the Board of Directors or the President/Chairman, from performing services for the Corporation in any other capacity and receiving compensation therefore.

Section 18. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. Directors and officers must avoid not only conflicts of interest, but also the appearance of conflicts of interest. This includes doing business with third parties in which directors' and key staffers' spouses, dependents or other relatives are involved.

Each Board of Director member shall read, understand, and sign the **Conflict of Interest Policy Form** upon election or appointment to the position. The signed form will be kept in the official ATASC records maintained by the Corporation Secretary.

ARTICLE III

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Designation of Committees. The Board of Directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, (i) create one or more Board Committees, each consisting of at least one director plus two directors and/or non-director members, to serve at the discretion of the Board of Directors, (ii) appoint the members of such committees and (iii) delegate to such committees any of the authority of the Board of Directors, as provided in Section 3 of the Article II of these Bylaws. Board of Directors may serve as a Committee Chair or a committee member, if deemed necessary. All committees will operate under the guidance of the ATASC Board of Directors and report all activities to the Board in writing and in a timely manner. All committees will present a budget and receive

authorization of proposed expenditures from the Board of Directors during the planning phases of events, if applicable.

The Board may elect an Executive Committee to perform the day-to-day operations of the organization or elect to perform the duties themselves.

Section 2. Duties of Board Committees. Any Board Ad Hoc Committee, to the extent provided in the resolution of the Board of Directors creating such committee, shall have all the authority of the Board of Directors except with respect to:

- (a) The removal of any or all directors whether with or without cause;
- (b) The fixing of compensation of the directors for serving on the Board of Directors or on any committee thereof;
- (c) The amendment or repeal of the Restated Articles of Incorporation or these Bylaws or the adoption of new articles of incorporation or bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors, which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board of Directors or the members thereof; or
- (f) The approval of any self-dealing transaction as such transactions.

ARTICLE IV

ADVISORY COUNCIL

Section 1. Establishment and Duties of Advisory Council. The Advisory Council is established by the Board of Directors, which shall advise the Board of Directors on matters concerning which the Board of Directors desires expert, technical, or professional advice. The Board of Directors shall, by resolution, (1) prescribe the functions and duties thereof, (2) prescribe the number of persons that shall be on such Advisory Council, including any requirements for eligibility for such position, and (3) appoint persons to serve on such Advisory Council. Any member of any such council shall serve at the discretion of the Board of Directors.

The Advisory Council may consist of past Presidents/Chairs, officers, and other members of the community with prior ATASC/Chapter experience. Advisory Council members shall be current members in good standing of an ATASC Chapter. The number of the Advisory Council members will be variable. However, shall be not less than five and no more than eight. The Advisory Council shall have no power or authority to act on behalf of or bind the Corporation.

Section 2. Council Meetings. The Advisory Council meets at least once during a calendar year. The Council will elect a Chair. Chair of the Advisory Council upon a request from ATASC President/Chairman of the Board, by a mail, or an e-mail, reviews the content of the request and sets a meeting or a conference call, videoconference, or e-mail. The Secretary maintains the records of the Advisory Council.

Section 3. Recommendations of the Advisory Council. After the deliberations of the Council is concluded, the Chair summarizes the consensus recommendations, along with minority opinions. The Chair then contacts the President and reports the recommendations with appropriate means. At the discretion of the President, the Chair may present the recommendations to the Board at a regular or special meeting in person or via teleconference or videoconference. The recommendations of the Advisory Council shall not be binding upon the Board of Directors.

ARTICLE V

MEMBERS, ASSOCIATE MEMBERS, AND CHAPTERS

Section 1. Members. The Corporation shall have no "members" as such term is defined in Section 5056 of the California Corporations Code.

Section 2. Associate Members.

- (a) The Corporation shall have "Associate Members." The requirements for a person to qualify as an Associate Member shall be determined by resolution of the Board of Directors. The Corporation shall hold an annual meeting for its associate members in December or in January, at a place designated by resolution of the Board of Directors and communicated to the membership by reasonable means. At each annual meeting, the President/Chair of the Board shall present to the associate members a summary of the Corporation's activities during the calendar year, and up to date revenues, expenses assets and liabilities.
- (b) Associate Members shall consist of all active members of all chapter organizations in good standing. Community members are encouraged to join ATASC through one of the regional or philanthropic chapters. However, those individuals who reside in areas where a chapter organization is not available can still join ATASC as a member. Members in good standing shall have the right to attend and participate in general meetings, to vote in Board of Director elections during the General Assembly, and to receive e-mail and newsletter communications from ATASC.
- (c) An Associate Member may be suspended or expelled for cause upon the recommendation of at least two members of the Board of Directors and by the two-thirds majority vote of the Board of Directors then in office.
- (d) The Corporation may confer by amendment of its Restated Articles of Incorporation or of these Bylaws some or all of the rights of a "member," as set forth in the California Nonprofit Corporation Law, upon its associate members; but shall not confer upon its associate members, by amendment of its Restated Articles of Incorporation or of these Bylaws or otherwise, the right to vote on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Restated Articles of Incorporation or Bylaws. The Corporation's associate members shall not be "members" within the meaning of Section 5056 of the California Corporations

Code except that the associate members shall have the right to elect Directors as provided for in Article 2.4.

- (e) Nothing in this Article V shall be construed as limiting the right of the Corporation to refer to its associate members as "members" even though such persons are not "members" within the meaning of Section 5056 of the California Corporations Code, and no such reference shall constitute anyone a "member" within the meaning of Section 5056 of the California Corporations Code.

Section 3. Chapters

- (a) The Board of Directors may create Chapters to meet the needs of the Corporation. Chapters may consist of the potential ATASC Chapter members in a geographical region or a group with common interests who also wish to become a part of the Corporation.
- (b) Application to become a chapter by a Turkish-American community/group shall be made in writing to the Board of Directors of the ATASC. The Board of Directors shall determine the eligibility of the applicant to become a chapter association. Chapter status shall be granted upon an affirmative simple majority (51%) vote of the directors present.
- (c) The relationship between the ATASC and each Chapter will be managed by a specific Memorandum of Understanding (MOU) between ATASC and the Chapter, which shall be updated and consistent with amendments to the ATASC Bylaws and their Chapters Bylaws.
- (d) All Chapters shall comply with the ATASC Bylaws.

As stated above in Article II, Section 4(c), the Board of Directors of ATASC shall include Chapter Presidents to serve at the Board level, which chapter representative shall attend all Board meetings and be involved in all ATASC Board electronic correspondence, teleconferences/videoconferences. If a Chapter Presidency changes hands, the new President also becomes the Chapter representative on the ATASC Board.

- (e) Chapters shall elect their own officers by the rules and procedures in accordance with their respective Chapter Bylaws.
- (f) Each Chapter shall establish its own standard operational rules and procedures (e.g., meetings, membership qualifications, etc.) provided that such rules and procedures do not contradict the goals, rules and procedures established by ATASC.
- (g) Each Chapter shall establish its own membership categories with corresponding membership dues. However, there are advantages for Chapters to maintain a consistent membership fee level.
- (h) Each Chapter shall have its own bank account. It shall collect the membership dues from its members. It shall keep its own books, have custody of the Chapter funds and securities and shall keep full and accurate accounts of all receipts and disbursements.

- (i) Each Chapter shall manage its financial affairs in a responsible fashion. It shall not be indebted an amount greater than the reserves in the accounts of its treasury without the written consent of the ATASC Board of Directors.
- (j) Each Chapter shall forward a portion of its membership fees (chapter dues) to ATASC on a semiannual schedule as their share of the cost of operations of the parent organization. The Chapter shall have full charge of the remaining membership fees and any other funds collected through various fundraising activities. The chapter dues to ATASC will be reviewed by the ATASC Board of Directors on an annual basis. The Chapter shall have full charge of the remaining membership fees and any other funds collected through various fundraising activities.
- (k) Chapter Treasurers shall coordinate with the ATASC Chief Financial Officer (CFO) in keeping the books, having the records reviewed, and in preparing periodic statements as required by the parent organization. At the end of each quarter, Chapter Treasurers shall submit to the ATASC CFO the chapter's financial records (e.g., a summary of financial statement with back-up documentation and other records specified by the CFO for joint tax filing purposes).
- (l) All Chapters shall adopt best practices accounting procedures established by the ATASC CFO to ensure consistency for record keeping and annual tax filing.
- (m) All Chapters shall pay their respective shares of the expenses regarding insurance, accounting, tax filing, and permitting fees as may be required by the ATASC CFO.
- (n) ATASC will facilitate and document processes, procedures, and communication to help chapters do their jobs more efficiently and consistently across Southern California. ATASC will organize events that are too large for the chapters. Chapters will focus on local issues, developing and maintaining the Turkish Schools, organizing events and fundraisers, increasing membership and supporting their members, PR efforts to educate the local public, officials, etc. ATASC will guide and contribute to the membership relations efforts. **All activities will be complementary among the chapter organizations rather than competitive nature.** ATASC will encourage cooperation between the chapters to send a cohesive message to the greater Turkish-American community.
- (o) ATASC will communicate frequently through teleconferences in addition to quarterly face-to-face Board meetings to ensure effective communication.
- (p) Chapter representatives will provide a report to their respective Board of Directors regarding ATASC decisions and activities that affect the chapters. ATASC President will make an effort to attend chapter meetings to provide updates to the chapter leadership.
- (q) If any Chapter is dissolved for any reason, after all of its financial obligations are met (i.e., bills paid), the remaining funds will be dispersed in accordance with the MOU established between chapter and ATASC.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Corporation shall be the President/Chair of the Board, President-Elect, Chief Financial Officer, and the Corporation Secretary. The same person may hold any two or more offices; however, neither the Corporation Secretary nor the Chief Financial officer may serve concurrently as the President/Chair of the Board.

Section 2. Elections, Appointment and Terms of Office. The officers of the Corporation shall be elected or appointed as follows: The President, President-Elect and the Chief Financial Officer are members of the Board of Directors and are elected in accordance with Article II of these Bylaws every two years. The Corporation Secretary is appointed/elected by the Board of Directors from the elected Board. In addition, the immediate President will serve as a Director for one year following the end of his/her term to ensure continuity in conducting business. Each officer so elected shall hold office for two years or until his or her resignation, removal, or other disqualification from service or until his or her successor shall have been duly elected and qualified.

Section 3. Subordinate Officers. The President may appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or by the President/Chair of the Board.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed in this Section: The President/Chair, President-Elect, Corporation Secretary, At-Large Representatives, and the Chief Financial Officer shall be elected as provided in Article II.

Section 5. Removal. The President/Chair, President-Elect, Corporation Secretary, and the Chief Financial Officer may be removed by the remaining Board of Directors, in accordance with Article 2.7, whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 6. President/Board Chair. The President shall be the Chair of the Board and a Director. If required by the Board of Directors, the President shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall be the general manager and the chief executive officer of the Corporation, Chair the Board of Directors' meetings and shall in general supervise and control all of the business and affairs of the Corporation. He or she may sign, with the Corporation Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall:

- Preside over all meetings of the Board of Directors and the General Assembly;

- Appoint all standing and Ad Hoc committee chairpersons with the approval of the Board of Directors;
- Be accountable to the Board of Directors and to the Membership in the discharge of his/her duties within the guidelines of these Bylaws.

Section 7. Chief Financial Officer. The Chief Financial Officer shall be a Director. If required by the Board of Directors, the Chief Financial Officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be elected in accordance with the provisions of Article VI of these Bylaws; and, in general, perform all the duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 8. Secretary. The Corporation Secretary is the Chief Administrative Officer for the Corporation and shall be a Director and shall be elected in accordance with the provisions of Article VI of these Bylaws. The Secretary shall keep the minutes of the meetings of the Board of Directors and the Advisory Council in one or more books provided for that purpose; ensure that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President.

Section 9. President-Elect. The President-Elect shall serve as the President and assume all associated duties in the event that the President is absent or unable to fulfill his/her duties. The term of office shall be for a period of two years, followed by two year as President. The President-Elect shall be a Director and shall be elected in accordance with the provisions of Article VI of these Bylaws. The President-Elect shall:

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

ARTICLE VII

INSURANCE

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation, as defined in Section 5238 of the California Corporations Code, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by at least two of the following officers: the Chief Financial Officer, the Corporation Secretary and the President/Chairman of the Board, even though, if the Banks accepts only one signature.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, savings association or other financial institution as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX

OFFICES

The principal office for the transaction of the business of the Corporation shall be established by the Board of Directors from time to time, and shall be located in the State of California. The Corporation may have such other offices within the State of California as the Board of Directors may determine.

ARTICLE X

BOOKS AND RECORDS

Section 1. Corporation Records. The Corporation shall keep, in written form or in any other form capable of being converted into written form, adequate and correct books and records of account and shall also keep, in written form, minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected and copied by the President/Chair of the Board or any director at any reasonable time. The Corporation Secretary and Chief Financial Officer are responsible for keeping the corporation records.

Section 2. Corporation Mailing List or Contact List. The corporation mailing list and contact information shall be kept confidential. The mailing list shall be used only for the official business of the Corporation.

Section 3. Corporation Membership Data. The contents of the membership registry/data base are proprietary and **are strictly confidential**, thus, contents shall not be released to a third party without the written approval of the President/Chair of the Board and the Board of Directors.

Article XI

ANNUAL REPORT

The Board of Directors shall cause an annual report to be prepared within 90 days after the end of the Corporation's fiscal year. Such report shall be archived on the members only area on the Corporation's secured website for the inspection of any director, officer, or associate member of or contributor to the Corporation; a copy of such report shall be provided to such officers, directors, associate members and contributors upon request; and such report shall contain, in appropriate detail: (1) the assets and liabilities of the Corporation as of the end of the fiscal year; (2) the principal changes in assets and liabilities during the fiscal year; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and (5) any information required by Section 6322 of the California Corporations Code.

ARTICLE XII

FISCAL YEAR

The Corporation shall have such year-end as shall be determined by resolution of the Board of Directors. In the absence of such resolution of the Board of Directors the Corporation shall have a calendar year-end.

ARTICLE XIII

SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California".

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of California or under the provisions of Restated Articles of Incorporation or the Bylaws of the Corporation, 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 XV

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, associate member, or other person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of, or receive, any of the corporate assets on dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Restated Articles of Incorporation of this Corporation and not otherwise.

ARTICLE XVI

AMENDMENT TO BYLAWS

Bylaws may be revised, amended, or repealed and new bylaws may be adopted if such revisions, amendment, repeal, or adoption is approved by a **two-thirds majority (2/3 or 66.7%)** of the directors then in office at any regular or special meetings in person, if at least ten days (10) written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new bylaws at such meeting. Notwithstanding the foregoing provisions of this Article XVI

Article XVII

PARLIAMENTARY PROCEDURES

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

ARTICLE XVIII

INTERNAL REVENUE CODE

Section 1. ATASC is a non-profit organization that is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. In accordance with the Internal Revenue Service Form 5768, "Election/Revocation of Election by an Eligible 501(c)(3) Organization to Make Expenditures to Influence Legislation" and with the provisions of Section 501(h) of the Code, ATASC and its chapters can engage in advocacy, grassroots, and lobbying activities legally and effectively for its causes and issues affecting the Turkish-American community.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

These Bylaws consist of eighteen (18) articles.

END