

**BY-LAWS**  
**OF**  
**TURKISH AMERICAN ASSOCIATION OF ALABAMA**  
**A Non-Profit Corporation**

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**OF**  
**TURKISH AMERICAN ASSOCIATION OF ALABAMA**  
**A Non-Profit Corporation**

**ARTICLE I**

**Name**

The name of the Corporation is "Turkish American Association of Alabama".

**ARTICLE II**

**Purpose**

The Corporation is organized to promote better understanding and relations between the peoples of Turkey and the United States of America and charitable activities, provided that such are strictly for exempt purposes as defined by Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III**

**Offices**

**Section 3.1 Principal Office**

The Principal office of the Corporation shall be located in the State of Alabama. The Corporation may have such other offices as the Board of Directors may determine or as the business of the corporation may require.

**Section 3.2 Registered Office**

The registered office of the Corporation may be, but need not be, the same as its principal office in the State of Alabama. The registered office and the registered agent of the Corporation

shall be as stated in the Articles of Incorporation of the Corporation or as changed in accordance with law.

### **Section 3.3 Change of Location**

The Board of Directors, or the registered agent may change the address of the Corporation's registered office in the State of Alabama, and the Board of Directors may change the designation of the registered agent.

## **ARTICLE IV**

### **Members**

#### **Section 4.1 Regular Members**

Individuals who make application to the Corporation in such form as may, from time to time, be specified by the Board of Directors, pay dues for one year, in an amount as may, from time to time, be specified by the Board of Directors, shall be regular members. Regular members shall be entitled to one vote on all matters put to the vote of the membership, including, but not limited to, election of Directors.

#### **Section 4.2 Classes of Members**

The Board of Directors may create such additional classes of members as it determines in its sole discretion is appropriate and upon such conditions and with such rights and obligations as it may from time to time determine.

#### **Section 4.3 Members in Good Standing**

All members shall remain on the membership rolls so long as their dues payments are current, provided, however, that any member may be expelled upon the affirmative vote of two-thirds of the Board of Directors then in office.

#### **Section 4.4 Meetings of Members**

(A) **Annual Meeting:** An annual membership meeting shall be held on a date certain, to be fixed by the Board of Directors, between November 15 of each year and December 15 of each year for the purpose of electing Directors and to conduct such other business that may properly be brought before the meeting.

The Secretary shall cause to be mailed to every member in good standing, at his address as it appears on the membership roll, a notice telling the time and place of such annual meeting at least ten (10) days before the date of the meeting.

(B) **Regular Meeting:** The Board of Directors shall establish a regular Membership meeting schedule at its discretion. The Secretary shall cause notice to be given to every member in good standing, at his address as it appears on the membership roll, telling the time and place of such regular meetings at least ten (10) days before the date of each such meeting.

(C) **Special Meeting:** Special meetings of the Membership may be called by the president when he/she deems it in the best interest of the Corporation or when forty (40) per cent of the membership of the Board of Directors then in office shall have requested that a Special Meeting be called. The Secretary shall cause notice to be given to every member in good standing, at his address as it appears on the membership roll, telling the time and place of such special meeting at least ten (10) days before the date of each such meeting. The notice shall also contain the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. No other business than that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### **Section 4.5 Quorum**

The presence of not less than five percent (5%) of the Members shall constitute a quorum and shall be necessary to conduct the business of this Corporation; but a lesser percentage may adjourn the meeting for a period of not more than three (3) weeks from the date scheduled in the notice of the meeting and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum, as herein before set forth shall be required at any adjourned meeting.

### **ARTICLE V**

#### **Directors**

##### **Section 5.1 Powers, Number, and Composition**

The business, affairs, and property of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of such number as the Board of Directors shall determine from time to time, provided that the number shall not be less than five (5). All Directors must be members in good standing of the Corporation.

##### **Section 5.2 Election and Term**

Subject to the provisions of Section 5.3 regarding the filling of vacancies on the Board of Directors, Directors, other than those initial directors named in the Articles of Incorporation shall be elected by the membership at the annual meeting of members, and their terms of office shall begin with the first day of the upcoming fiscal year.

Directors shall hold office for two year terms and until their successors shall have been elected and qualified. The terms of the Directors shall be staggered so that approximately one-half thereof shall be due to be elected each year. For the initial directors, one-half (½) will be elected for initial three year terms, and another one-half (½) will be elected for two year terms. Directors may serve successive terms without limit.

### **Section 5.3 Vacancies**

Vacancies on the Board of Directors shall be filled by the affirmative vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining Director. Vacancies may be filled by vote of the Directors at any meeting of the Board of Directors.

### **Section 5.4 Removal**

Any director may be removed by the Board of Directors whenever, in their judgment, the best interests of the Corporation will be served thereby. A minimum of one-third (1/3) of the directors then in office may call for the removal of a sitting director. A director may be removed with or without cause. Removal of a director shall require a two-thirds majority vote of the Directors then in office, not including the Director sought to be removed.

### **Section 5.5 Compensation and Reimbursement**

Directors shall not receive compensation for time rendered to the Corporation. Directors may, however, be reimbursed for expenses incurred in furthering the purposes of the Corporation.

### **Section 5.6 Meetings and Notice of Meetings**

(A) Regular meetings of the Board of Directors shall be held at least once in each calendar quarter during each year at a time and location determined by the Board.

(B) Special meetings of the Board of Directors may be called by the President or written request of any two (2) Directors.

(C) Notice of any meeting of the Board of Directors shall be given at least seven (7) days prior thereto if given by first class mail or at least forty eight (48) hours prior thereto if given by telephone, e-mail, or other similar means of communication, provided, however, that any Director may waive notice of any such meeting.

(D) 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.

(E) Any action that may be taken by the Board of Directors in a meeting may be taken

without a meeting upon the unanimous written consent, in writing, of all Directors then in office.

### **Section 5.7 Annual Meeting**

An annual meeting of the Board of Directors shall be called and held for the purpose of organization, election of officers, and transaction of any other business. The annual meeting shall be held during the last quarter of each fiscal year after the annual membership meeting and shall be held at such time and place as may be specified in a notice of the meeting. The annual meeting may take the place of the fourth quarter required regular meeting.

### **Section 5.8 Quorum**

At least one-third of the Directors fixed by these by-laws shall constitute a quorum for the transaction of business. In the absence of a quorum, the Directors present, by majority vote and without notice other than by announcement at the meeting, may adjourn the meeting from time to time until a quorum shall attend.

## **Article VI**

### **Officers**

#### **Section 6.1 Election of Officers**

The officers of the Corporation shall be elected by the Board of Directors at its annual meeting and shall consist of a President, Vice President, Secretary, Treasurer, and any such other officers and assistant officers as may be deemed necessary by the Board of Directors. Upon approval by the Board of Directors, the offices of Secretary and Treasurer may be filled by the same person.

#### **Section 6.2 Term of Officers**

The term of office for officers of the Corporation who are elected at the annual meeting shall begin with the first day of the upcoming fiscal year.

#### **Section 6.3 Removal of Officers**

The Directors may remove any officer elected or appointed by them, with or without cause, upon the majority vote of the Directors then in office.

#### **Section 6.4 Resignation of Officers**

Any officer may resign at any time by delivering his/her written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

### **Section 6.5 Vacancies**

Vacancies in any office shall be filled by the Directors for the unexpired term.

### **Section 6.6 Duties of Officers**

The officers of the Corporation, subject at all times to modification by and to the direction and control of the Directors, shall have the following duties:

(A) President: The President shall be the chief executive officer of the Corporation and shall have general supervision and control of its business. Unless otherwise provided by the Directors, he shall preside, when present, at all meetings of members, and, if a Director, at all meetings of Directors unless there be a Chairman of the Board of Directors who is present at the meeting.

(B) Vice President: The Vice President of the Corporation shall, subject to the authority and direction of the President, have general and active management of such operations, areas, or division of the affairs of the Corporation as may be designated by the Board of Directors or the President. The regular powers and duties of the President may, upon delegation by the President, be exercised and performed by the Vice President. The Vice President shall, in the absence of, or during the inability to act, of the President, perform the duties and exercise the functions of the President and, when so acting, shall have the powers of the President.

(C) Secretary: The Secretary shall keep the minutes of the proceedings of the Members and the Board of Directors, shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; and, in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

(D) The Treasurer shall be the chief financial officer of the Corporation and shall have general charge of the financial affairs of the Corporation and shall keep or cause to be kept accurate books of account. He/she shall have custody of all funds, securities and valuable documents of the Corporation. He/she shall also make financial information available to the Board of Directors.

### **Section 6.7 Residual Powers**

In addition, except as otherwise required by law, these By-Laws, or the Articles of Incorporation, and subject to modification by and at the direction and control of the Board of Directors, each officer shall have, in addition to the above duties and powers, such duties and

powers as are customarily incident to his/her office.

## Article VII

### Miscellaneous Provisions

#### Section 7.1 Amendment

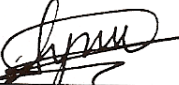
These By-Laws may be altered, amended or repealed by the Directors at any duly authorized meeting of them; provided, however that notice of the substance of any such alteration, amendment or repeal be contained in the notice of such meeting.

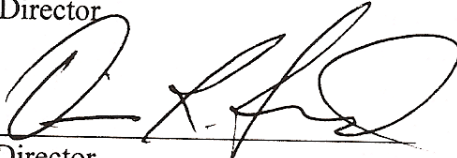
#### Section 7.2 Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and conclude on December 31 of the same year.

Approved and adopted by the members of the initial Board of Directors at a meeting on the 17<sup>th</sup> day of December 2008.

  
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Director

  
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Director

  
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Director