

# **THE SOCIETY OF TURKISH AMERICAN ARCHITECTS, ENGINEERS AND SCIENTISTS, INC.**

(Established in 1970 in New York City. These by-laws were voted into effect in 1995)

## **BY-LAWS**

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**THE SOCIETY OF TURKISH AMERICAN ARCHITECTS, ENGINEERS AND SCIENTISTS, INC.**

**BY-LAWS**

**ARTICLE I - GENERAL PROVISIONS: PURPOSES**

1. Name

The Name of the Corporation is "Society of Turkish American Architects, Engineers and Scientists, Inc." For the purposes of doing business the assumed acronym of the corporation shall be "MIM". The Corporation shall be described as "MIM" herein.

2. Offices

The principal place of business of MIM shall be in the City of New York, County of New York, State of New York. MIM may also have offices at such other places within or without the State of New York as the Board may from time to time determine or the business of MIM may require.

3. Scope of By-laws

These by-laws and the certificate of incorporation of the Corporation establish the purposes for which MIM has been organized as a non-profit corporation. These by-laws alone establish membership rights and obligations, as well as the duties and powers of the Board and Officers of MIM.

4. Purposes

The purposes for which MIM has been organized are as follows:

(a) To develop, establish and maintain programs designed to foster the professional advancement of members of MIM and to initiate and develop collaboration with other scientific organizations and their members.

(b) To encourage, promote and foster the unity, professional collaboration, networking and mutual cooperation of Turkish and Turkish American architects, engineers and scientists.

(c) To identify methods whereby the technical and scientific expertise of persons engaged in the fields of architecture, engineering and sciences can be efficiently tapped and utilized and to provide necessary guidance to individuals and organizations seeking technical, scientific and professional advice.

(d) To foster cooperation and coordinate joint activities with not-for-profit professional, social, educational and

cultural organizations with which MIM may be affiliated and to support their activities through necessary and appropriate means.

(e) To have in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the New York Not-For-Profit Corporation Law subject to any limitations thereof contained in the Certificate of Incorporation or in the laws of the State of New York.

5. Duration

MIM shall have perpetual existence. The withdrawal of a member from MIM for whatever reason shall not affect MIM's perpetual duration.

**ARTICLE II - ORGANIZATION OF MIM**

MIM shall be constituted as follows:

1. General Assembly
2. Board of Directors
3. Auditors
4. Standing Committees

**ARTICLE III - MEMBERSHIP**

1. Qualifications for Membership: Classes of Members

Members shall be admitted to MIM by action of the Board of Directors. MIM shall have four classes of members, as below: Full Members, Associate Members, Student Members and Honorary Members.

(a) Full Members:

Full Membership shall be open to persons in the professions of Architecture, Engineering and the Sciences. Individuals who are members of the professions other than Architecture and Engineering but who possess at least a Bachelor's Degree in the positive and technical sciences shall be entitled for Full Membership status. Full Members in good standing shall have full voting privileges.

(b) Associate Members:

(i) Individuals possessing Bachelor's degrees or higher degrees in any field may be accorded Associate Membership.

(ii) Individuals with Associate Degrees or proven accomplishments in technical or engineering related occupations may be accorded Associate Membership.

Associate Members shall not have the right to vote on any matter.

(c) Student Members:

Individuals pursuing higher education in the field of architecture, engineering, and positive and technical sciences may be accorded Student Membership. Student Members shall not have the right to vote on any matter.

(d) Honorary Members:

Individuals who have gained prominence and recognition in scientific fields and who possess demonstrated contributions in their field may be accorded Honorary Membership by recommendation of the Board of Directors and action of the General Assembly.

Honorary Members shall not have the right to vote on any matter.

## 2. Membership Dues

(a) Membership dues shall be established by the Board of Directors in its sole discretion from time to time. No person shall be a member of MIM without having paid the membership dues provided for in this Section. Full Members who have fully paid their annual dues owed to MIM shall be referred to herein as Full Members in good standing. Annual dues payments shall be due at such time as may be established by the Board of Directors and shall be payable within thirty (30) days of the announced due date.

Members shall be liable for the full dues of the then current fiscal year regardless of whether such Members resigned or were expelled from membership in MIM prior to the end of such fiscal year.

(b) Student membership dues shall not exceed one fourth of Full membership dues,

(c) Honorary Members shall not be required to pay membership dues but may make financial contributions to MIM.

## 3. Membership Rights and Privileges

Only Full Members in good standing shall have voting privileges and shall be entitled for election to the Board of Directors and to the Auditors of MIM. Honorary, Associate and Student Members may serve in designated committees of MIM but shall have no voting privileges therein.

MIM shall be open to suggestions from Honorary Members relative to the conduct of the society's activities.

## 4. Loss or Suspension of Membership.

The MIM membership privileges of an individual may be suspended or terminated under the following circumstances:

(a) Members who interfere with MIM's interests or the attainment of its objectives or violate any provision of these by-laws, may be suspended from membership in MIM by resolution of the Board of Directors upon notice of charges to such member and opportunity to be heard in defense thereto. The decision to terminate membership under these circumstances shall be by secret ballot of the General Assembly and shall be final.

(b) Members who are delinquent in payment of their annual dues to MIM shall be suspended from membership in MIM by resolution of the Board of Directors upon notice to such Member.

(c) Members who are delinquent in paying their annual membership dues owed to MIM by such member shall be eligible to vote during the General Assembly and may not be elected to any office in MIM. Members who have lost their voting and elective rights for failure to pay their annual membership dues may regain those rights upon payment of the current dues.

## ARTICLE IV - GENERAL ASSEMBLY MEETINGS

### 1. Date, Time and Place of Meetings

The annual meeting of the Full Members of MIM for the election of Directors shall be designated as the General Assembly. The General Assembly shall be constituted by Full Members in good standing, i.e. members who have paid their dues, who are thereby authorized to vote. Associate Members, Honorary Members and Student Members may attend the General Assembly but may not vote therein.

Regular membership meetings of MIM shall be held at such dates, times, and places as shall be determined from time to time by the Board of Directors. The annual General Assembly meeting of the Full Members of MIM for the election of Directors and for the transaction of such other business as may properly come before the meeting, shall be held annually on the 2nd Sunday on the month of December.

The Board of Directors shall give notice to each Member of the place, date and hour of the meeting not less than fifteen (15) nor more than fifty (50) days before the day on which the meeting is to be held. The Secretary shall cause to be mailed to every member in good standing at his or her address as on the membership book of MIM, a notice stating the place, date and hour of Annual General Assembly meeting.

The General Assembly shall be convened by the President of MIM on the scheduled date and time upon roll call of Full Members in attendance and upon counting of valid proxy votes by the Auditors.

## 2. Quorum

Except as may otherwise be expressly required by statute, at all meetings of the Full Members of MIM, including the General Assembly meetings and Special General Assembly meetings, the presence in person or by proxy of one tenth of the total number-of Full Members entitled to vote thereat shall constitute a quorum and shall be necessary for the transaction of business.

## 3. Adjourned Meetings

A majority of the Full Members present in person or by proxy at a General Assembly or other membership meeting and entitled to vote thereat may from time to time adjourn the meeting for a period of not more than four (4) weeks from the date scheduled as provided by the by-laws whether or not a quorum was present at the meeting. The Secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. At any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

A membership roll showing the Full Members as of the record date, certified by the Auditors shall be produced at any meeting of members upon the request therefor of any-Full Member who has given written notice to MIM that such request will be made at least ten days prior to such meeting. All Full Members appearing on such membership roll shall be entitled to vote at the meeting.

## 4. Proxies

Each Full Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize a person or persons to act for such Member by proxy.

Each proxy must be in writing and signed by or on behalf of such Member and shall be filed with the Auditors of MIM. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy.

Each proxy shall be revocable at the pleasure of the Full Member executing it unless an irrevocable proxy is given and is permitted by law. No authorized person can use more than two proxies for any given case.

## 5. Order of Business

The Order of Business at the General Assembly shall include but not be limited to the following:

- Opening of meeting by the President,
- Roll call pursuant to the Membership roll as prepared by the Board of Directors with the assistance of the Auditors of MIM and identification of Proxy votes received by mail.
- The Selection of Presiding Officers at the General Assembly. The Presiding officers shall include one (1) Chairman and two (2) Secretaries.
- Reading of the Report of the Board of Directors concerning the activities and finances of MIM followed with discussion thereof.
- Reading of the Report of the Auditors followed with discussion thereof.
- Release from office of the departing Board of Directors and its standing committees.
- Release from office of the departing Auditors.
- Discussion of strategies designed to expand membership of MIM and to better achieve its corporate purposes and goals
- Election of members of the incoming Board of Directors and of the Auditors.
- Adjournment

## 6. Elections and Voting Procedures in the General Assembly Meeting

- a) Any full Member who is present at the General Assembly Meeting and who wishes to serve on the Board of Directors or on the Auditors may be nominated by a full member.
- b) Only Full Members in good standing may vote during the General Assembly meeting for the election of Directors.
- c) Full Members in good standing unable to attend the General Assembly may cast their votes by proxy. Members may forward their proxies together with their membership dues.
- d) Unidentified and unsigned proxies shall be invalid.

## 7. Special Membership Meetings

Special membership meetings of MIM may be called at any time by the Board of Members of MIM or by one-tenth of

the Full Members of MIM entitled to vote. The Secretary shall cause a notice of such meeting to be mailed to all Full Members at their addresses as they appear in the membership roll book at least ten days, but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting.

#### 8. Fixing Record Date

For the purpose of determining the members entitled to vote at any meeting of Full Members, or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

#### 9. Action of Full Members Without a Meeting

Whenever Full Members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

### ARTICLE V - BOARD OF DIRECTORS

#### 1. Powers.

MIM shall be managed by the Board of Directors, except as otherwise provided by statute or by the certificate of incorporation.

The Board of Directors shall be charged with the management of MIM, its finances and assets. The Board will ensure that all actions of MIM are taken and implemented in accordance with the by-laws and the Board shall have full authority in this regard. The Board shall select delegates to represent MIM at meetings of not-for-profit organizations with which MIM is affiliated such as the Federation of Turkish American Associations, Inc., the Assembly of Turkish American Associations, Inc. of Washington, DC and any other such organizations with which MIM may be affiliated from time to time. These delegates shall report directly to the Board of Directors.

#### 2. Number and Qualification of Directors

The Board shall be constituted by Full Members in good standing of MIM and who are at least twenty-one (21) years of age. The Board of Directors shall consist of seven (7) principal and three (3) non-voting members all of whom are

elected from the ranks of Full Members in good standing of MIM.

As used in this article, the entire board means the total number of Directors entitled to vote which MIM would have if there no vacancies.

#### 3. Election And Term of Directors

At each annual General Assembly meeting the membership shall elect Directors to hold office until the next annual General Assembly meeting and the Directors to be elected shall be chosen by a plurality of the votes cast by Full Members in good standing.

Each Director shall hold office for a term of one year or until his or her successor has been elected and shall have qualified, or until the death, resignation or removal of such Director.

Elections of the Board of Directors shall be held in accordance with the following procedures

a) During the General Assembly, the votes of Full Members in good standing and proxy votes deemed valid by the Auditors shall be counted.

b) The President-Elect of MIM who will serve as President in the upcoming term shall be elected by the General Assembly by secret ballot. Proxy votes shall be counted towards votes in this regard.

c) The General Assembly shall elect by secret ballot four (4) Regular and three (3) nonvoting members in one slate to divide duties of the incoming Board of Directors for the first meeting of the newly constituted Board.

d) The out-going President shall be a member of the Board of Directors.

e) The Board of Directors during their first meeting shall select one (1) Secretary and one (1) Treasurer from among four (4) of its members.

#### 4. Increase or Decrease In Number Of Directors

The number of directors may be increased or decreased by vote of Full Members in good standing or by a vote of a majority of all of the Directors provided that (a) the number of Directors constituting the entire Board of Directors shall never be less than three (3) but not more than fifteen (15). No decrease in the number of Directors shall shorten the term of any incumbent Director.

#### 5. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the

Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of Full Members in good standing. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor and until his or her successor has been elected and qualified.

#### 6. Removal of Directors

Any Director may be removed for cause by vote of Full Members in good standing of MIM or by action of the Board. Directors may be removed without cause only by vote of the Full Members in good standing of MIM. Two-thirds of votes of the members of Board shall be required for removal of a member of the Board.

The offices of members of the Board so removed shall be filled from non-voting Board members according to their number of votes received during the General Assembly.

#### 7. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of MIM. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### 8. Quorum of Directors

Unless otherwise provided in the Certificate of Incorporation or the New York Not-for-Profit Corporation Law, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

Quorum shall be required for the transaction of business by the Board of Directors.

Non-voting members of the Board of Directors may participate in Board meetings but shall have no voting powers at Board actions. Full attendance requirements expected from Board members shall not apply to non-voting Board members.

#### 9. Action Of The Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, provided that a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote, except

that non-voting members of the Board shall have no voting powers at Board meetings.

#### 10. Place And Time Of Board Meetings

The Board may hold its meetings at the offices of MIM or at such other places, either within or without the state, as it may from time to time determine on a monthly basis.

The Board shall hold regular meetings on a monthly basis.

#### 11. Regular Annual Meeting

A regular annual meeting of the Board shall be held immediately following the annual General Assembly Meeting of members at the place of such annual meeting of members.

#### 12. Notice of Meetings of the Board

Regular meetings of the Board may be held without notice at such time and place as the Board shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally or by mail or by wire. Special meetings of the Board shall be called by the President or by the Secretary in a like manner upon written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

A majority of the Directors present whether or not a quorum is present may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

A Director who is absent from a meeting of the Board at which an action is taken, shall be presumed to have concurred in the action unless he or she shall deliver or send by registered mail his or her dissent thereto to the Secretary of MIM or shall cause such dissent to be filed with the minutes of the proceedings of the Board within a reasonable time after learning of such action.

#### 13. Chairperson of the Board

The President of MIM, or in his absence, a Chairperson chosen by the Board from among the Directors present shall preside at all meetings of the Board of Directors.

### **ARTICLE VI - EXECUTIVE COMMITTEE AND OTHER COMMITTEES OF THE BOARD**

1. Executive Committee: How Constituted

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the Board.

2. Committees of the Board of Directors: How Constituted

By resolution adopted by a majority of the entire Board of Directors, the Board may designate from among its members such Special Committees of the Board as may be deemed desirable, each consisting of three or more Directors. The members and Chairmen of the Committees shall be appointed by the Board of Directors. Such Special Committees shall report to the Board. Each such Committee shall serve at the pleasure of the Board. The Board of Directors may designate one or more Directors as alternate members of any Special Committee, who may replace any absent member of members at any meeting of such Committee.

Special Committees of the Board shall have only the powers specifically delegated to them by the Board, provided that no such committee shall have powers which are not authorized for any standing committee of the Board of Directors under Section I

3. Powers

Each Committee of the Board, except as otherwise provided in this section, shall have and may exercise such powers of the Board of Directors as may be provided by resolution or resolutions adopted by a majority of the entire Board of Directors, except that no such committee shall have authority as to

- a) the submission to Members of any action as to which Members' approval is required by law,
- b) the filling of vacancies in the Board of Directors or in any committee thereof,
- c) the fixing of compensation of the Directors for serving on the Board of Directors or any committee thereof,
- d) the amendment or repeal of the by-laws, or the adoption of new by-laws or
- e) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable. At any meeting of a Standing Committee of the Board, the presence of two of its voting members then in office shall constitute a quorum for the transaction of business.

4. Standing Committees of the Board

(a) Membership -Committee

The Membership Committee shall be charged with identifying and locating new members for MIM with a view to expanding MIM's membership base. The Membership Committee shall also be charged with transmitting to the Auditors of applications submitted by prospective members for the Auditors' recommendation.

(b) Committee for Internal Affairs

The Committee for Internal Affairs shall be charged with assisting the Secretary in the fulfillment of the duties of his or her office. The Committee for Internal Affairs shall also be charged with the execution of general administrative tasks.

(c) The Public Relations Committee

The Public Relations Committee shall be charged with planning and organizing public relations activities, as necessary, and shall be responsible for drafting and compiling press releases for publication in various media and submitting same for the review and approval of the Board of Directors.

(d) The Budget Committee

The Budget Committee shall be charged with preparing the annual budget of the corporation, proposing necessary financial measures and rendering accounts thereon to the Board of the Directors.

The Budget Committee is also charged with identifying measures to increase the funding of the Corporation.

(e) Program Committee

The Program Committee shall be charged with planning and organizing programs, conferences, and seminars for the benefit of MIM's membership as well as joint activities with other affiliated organizations.

**ARTICLE VII - AUDITORS OF MIM**

1. How constituted

The Auditors of MIM shall be constituted by three (3) regular and two (2) non-voting members selected by open ballot and in one slate by the Full Members in Good Standing of MM during the General Assembly. The Auditors shall select its Chairperson during their first meeting. Non-voting members may participate in Auditors' meetings but shall have no voting authority therein.

2. Powers:

The duties of the Auditors shall be as follows:

- a) Conduct audits of the financial and administrative records and books of MIM,
- b) Submit to the General Assembly a report evaluating the the financial records of MIM and activities of the Board of Directors,
- c) Review and evaluate the applications for membership submitted to the Board of Directors,
- d) Evaluate proposals for the termination of membership of a MIM member and make recommendations thereon to the Board of Directors,
- e) Evaluate proposals to amend MIM's by-laws and submit its recommendations thereon in writing to the General Assembly,
- f) Verify the validity of proxies at the General Assembly meeting.

3. Quorum

All decision of the Auditors shall be taken by majority vote, provided that a quorum exists. The presence of two of its voting members then in office shall constitute quorum for the transaction of any Auditors' business.

4. Meetings

The Auditors shall hold regular meetings once every three (3) months.

5. Removal

Members of the Auditors may be removed from office, with or without cause only by the vote of Full Members in good standing of MIM. Two-thirds of Full Members in good standing shall be required for removal of a member of the Auditors, provided there is a quorum.

**ARTICLE VIII - OFFICERS**

1. Offices, Election, Term

Unless otherwise provided for in the Certificate of Incorporation, the Board or the General Assembly Of MIM may elect or appoint President, one President-Elect, a Secretary and a Treasurer, and such other officers, as they may determine, who shall have such duties, powers and functions as hereinafter provided.

All officers shall be elected or appointed to hold office until the meeting of the Board following the General Assembly. Each officer shall hold office for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. One person may hold more than one office in MIM, except that one person may not hold both the offices of President and Secretary. An instrument that is required to be signed by more then one officer may not be signed by one person in more then one capacity.

2. Removal, Resignation, Salary

Any officer elected or appointed by the Board may be removed by the Board with or without cause. An officer elected by the members of MIM may be removed with or without cause, only by the vote of the Members. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. The salaries of all officers, if any, shall be fixed by the Board.

3. President

The President shall be the chief executive officer of MIM: he or she shall preside at all meetings of the members and of the Board; oversee general management of the affairs of MIM and see that all orders and resolutions of the Board are carried into effect. The President shall represent MIM and the Board of Directors.

The President shall preside over meetings of the Board at which he or she shall be present and shall be the Chairperson of the Board of Directors.

The President by decision of the Board shall convene meetings of the Board of Directors. As required.

The President shall also be empowered to convene, by decision of the Board or by request of at least one-tenth (1/10th) of the Full Members in good standing of MIM, Special General Assembly meetings.

The President is a de facto member of all Standing Committees of the Board and may attend meetings of those Committees. The outgoing President shall serve as a member of the next constituted Board during the subsequent term.

4. Vice President / President Elect

During the absence or disability of the President, the Vice President (President-Elect) or if there are more than one, the Executive Vice President, shall have all powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

The President-Elect in the absence of the President shall perform all the duties of the President including presiding



over the meetings of the Board, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The President-Elect shall serve as President of MIM during the subsequent term.

5. Treasurer

The Treasurer shall be the principal financial and accounting officer of MIM, shall have charge of and supervision over and be responsible for the funds, receipts, membership dues and disbursements of MIM, shall keep full and accurate accounts of the funds, receipts and disbursements of MIM in books belonging to the society and shall deposit all monies in the name and to the credit of MIM in such depositories as may be designated from time to time by the Board of Directors.

The Treasurer shall be responsible for such disbursements of funds of MIM as may be authorized by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President or to the Board of Directors, whenever the President or the Board of Directors may require, an account of all of his or her transactions as Treasurer and the condition of the accounts of the society. The Treasurer shall have co-signatory authority over negotiable instruments or contracts in the name of MIM together with the President or with a member of the Board of Directors, as designated by the President.

The Treasurer shall at all reasonable times exhibit his books and accounts to any Director or Member of MIM upon application at the office of MIM during ordinary business hours. At the end of each corporate fiscal year, he or she shall cause an audit of the accounts of MIM to be made by a committee appointed by the President, and shall present such audit in writing at the annual General Assembly meeting of the members, at which time he or she shall also present an annual report setting forth in full the financial condition of MIM.

The Treasurer shall be a permanent member of the Budget Committee.

6. Assistant Treasurer

During the absence or disability of the Treasurer, the Assistant Treasurer, or if there are more than one, the one so designated by the Board, shall have the powers and functions of the Treasurer.

7. Secretary

The Secretary shall keep the minutes Of the Board of Directors and the minutes of meetings of the members. He or she shall have the custody of the seal of MIM and shall affix and attest the same to documents when duly authorized by the Board of Directors. He or she shall attend to the giving and serving of all notices of MIM, and shall

have charge of such books and papers as the Board of Directors may direct; he or she shall attend to such correspondence as may be assigned to him or her, and perform all the duties incidental to his or her office. He or she shall keep a membership roll containing the names alphabetically arranged of all persons who are members of the society, showing their places of residence and the time they became members.

The Secretary shall attend, prepare the agenda for, and keep minutes of all General Assembly meetings and of all meetings of the Board of Directors, cause the same to be recorded in books belonging to MIM and shall have custody of same.

8. Assistant-Secretaries

During the absence or disability of the Secretary, the Assistant Secretary, or if there are more than one, the one so designated by the Secretary or by the Board, shall have all the powers and functions of the Secretary

9. Sureties and Bonds

In case the Board shall so require, any officer or agent of MIM shall execute to the society a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to MIM and including responsibility for negligence and for the accounting for all property, funds or securities of MIM which may come into his or her hands.

**ARTICLE IX - AFFILIATION OF MIM WITH OTHER ORGANIZATIONS**

By decision of the General Assembly, MIM may join or withdraw its membership from the Federation of Turkish American Associations, Inc., the Assembly of Turkish American Associations, Inc. and any other similar not-for-profit organizations with which MIM may be affiliated from time to time.

**ARTICLE X - AMENDMENTS TO BY-LAWS**

All proposals regarding amendment or repeal of by-laws for consideration during the General Assembly shall be made by Board action or by written and signed request by at least one-tenth (1/10th) of the Full Members in good standing of MIM.

The by-laws may be adopted, amended, or repealed by the Full Members in good standing during the General Assembly. The General Assembly may determine whether to convene a Special General Assembly meeting of MIM members to debate on proposals to amend, adopt or repeal the by-laws of MIM. The Board shall cause a notice of such

special membership meeting to be mailed to all members. Decisions to amend, adopt or repeal by-laws shall require two-thirds majority of Full Members in good standing of MIM in attendance.

The Board of Directors shall then cause distribution of the newly constituted by-laws to the members of MIM.

#### **ARTICLE XI - DISSOLUTION OF MIM**

1. A plan for the dissolution of MIM may be proposed by the Board of Directors or by a vote of at least one-tenth (1/10th) of Full Members in good standing of MIM. Such plan for dissolution shall be adopted during a General Assembly meeting.

2. Upon adoption of a plan for the dissolution of MIM, the assets of MIM shall be distributed to a not-for-profit corporation by decision at a General Assembly Meeting.

#### **ARTICLE XII - CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.