



CONSTITUTION AND BYLAWS

OF THE

ORANGE COUNTY TURKISH AMERICAN
ASSOCIATION



A Chapter of the Association of Turkish Americans
of Southern California, a California Nonprofit
Public Benefit Corporation

CONSTITUTION & BYLAWS OF THE ORANGE COUNTY TURKISH AMERICAN ASSOCIATION

ARTICLE I: NAME

- (1) The name of this non-profit organization shall be *Orange County Turkish American Association, also known as OCTAA*.
- (2) OCTAA is a Chapter organization of the Association of Turkish Americans of Southern California (ATASC), a non-profit 501(c)(3) organization.

ARTICLE II: MISSION AND PURPOSE

- (1) OCTAA is a non-profit organization dedicated to enriching Turkish-American community members' lives through county-wide recreational, social, educational, and cultural activities in Orange County.
- (2) The specific purposes of this Organization are as follows:
 - (a) Represent the Turkish-American community in Orange County;
 - (b) Educate the greater community regarding Turkish culture, heritage, traditions, and history;
 - (c) Create and maintain unity and solidarity within the Turkish community by uniting individuals in the bonds of friendship, good fellowship and mutual understanding;
 - (d) Organize social and educational activities and participate in other cultural events to promote Turkish culture;
 - (e) Inform its members and the public of relevant news events in the Turkish community and from Turkey;
 - (f) To cooperate closely with the various civic agencies and other non-profit organizations to further improve the relationship;
 - (g) Provide support to Turkish-American Student Associations at various universities and colleges in Orange County with respect to cultural activities (e.g., University of California at Irvine, Irvine Valley College, Cal State University at Fullerton, Orange Coast College, etc.);
 - (h) Provide a liaison between the Orange County-based Turkish-American community and the ATASC; and

- (i) Establish a communication system, including but not limited to a website, hardcopy or electronic newsletter, etc. to effectively inform its members of pertinent and relevant news and activities of interest in Southern California.
- (j) Identify a local community charity organization(s) and organize events to support the organization.
- (k) Identify a community charity organization(s) in Turkey and organize events to support the organization.
- (l) Identify a permanent venue to hold cultural, social, and educational events for the benefit of the Turkish-American community.

ARTICLE III: MEMBERSHIP

- (1) The membership of this Organization shall consist of persons who have paid their membership dues and who are also residents of Orange County.
- (2) There shall be four (4) types of memberships:
 - (a) *Family* Membership shall consist of two spouses, or one or two parents and their children less than 18 years of age. Their children over 18 years of age shall be considered as individual or student members if they pay membership dues. Each spouse/parent who is a member through Family Membership shall be entitled to one vote.
 - (b) *Individual* Membership shall include persons, 18 years of age or older.
 - (c) *Student* Membership shall include any full-time or part-time students, 18 years of age or older, attending school within the state of California.
 - (d) *Honorary* Membership is an individual who has rendered exceptional and significant service or contribution, as recognized by the Board members, in promoting the mission and purposes of the organization that is not otherwise a member of the organization may be approved as honorary members. Additional qualifications are as follows:
 - Honorary membership shall be open to any individual who is currently not a member.
 - An honorary member may be nominated by any member of the organization, the Executive Committee member, or the Board of Directors.
 - Honorary status is granted by the Board of Directors by a consensus vote.

- Honorary members shall without further payment of dues have the same rights and privileges as an individual member and shall be awarded an appropriate certificate or equivalent recognition document to be presented by the Board Chair.
 - Honorary members shall have no voting privileges in the organization.
- (e) Membership Recognition: Membership recognition will be held at each General Assembly meeting and/or anniversary events. Vice President of Membership will be responsible for overseeing the process of selecting members who have made a significant contribution to the Organization.
- (f) Revoking Membership: The Board reserves the right to revoke and cancel membership at any time that it is felt that a member's conduct is not in the best interest of the Organization. A vote during a regularly scheduled BOD meeting must be taken, with a 2/3 majority voting in favor of revocation of member's membership status in order to revoke membership.
- (3) Non-OC-residents may become *associate members* but will have no voting rights nor can they serve on the Board of Directors or on the Executive Committee.
- (4) A member in **good standing** is defined as an individual who is a resident of Orange County and who is current with his annual membership dues.

ARTICLE IV: MEMBERSHIP DUES

- (1) The dues of the Organization shall be fixed annually by the Executive Committee and ratified by the Board of Directors.
- (2) First membership dues for the first year of membership shall be paid upon joining the Organization in the first month of joining year, and shall be paid annually on the anniversary month the member has joined the Organization for each year of membership thereafter.

ARTICLE V: GENERAL ASSEMBLY

- (1) The General Assembly, consisting of membership-at-large, is the ultimate decision-making body of the Organization.
- (2) *Convening the General Assembly*: The General Assembly meeting shall be open to all of the members of the Organization, and each voting member shall be entitled to one vote and any additional signed proxy votes, if so authorized by their spouse or other current members. To be eligible for voting, a member must be in good standing (current with membership dues) at the time of the meeting. The date, time and place of the regular annual meeting shall be set by the Board of Directors. It is recommended that the annual meeting be held in December. The Executive Committee shall attempt to notify every member via post mail and e-

mail with a notice of the General Assembly meeting date, place, and agenda, including a paper ballot and a proxy, at least two weeks in advance of such a meeting.

- (a) Extraordinary General Assembly meetings may be convened by the Board of Directors or upon a written request to the Executive Committee from a minimum of 10 (ten) percent of voting members. In either case, the party requesting the meeting shall prepare the agenda. The Board of Directors must convene the special meeting within 30 (thirty) days after the request was presented to the Executive Committee. The Executive Committee shall send out a notification to members via post mail or e-mail notifying of the meeting date, place and agenda at least two weeks in advance of the meeting.
- (b) For General Assembly meetings, a minimum of fifteen (15) percent of the voting members shall constitute a quorum. Decisions shall be approved by the vote of the majority of those members present. In the event that a quorum is not present at such meeting, the Board of Directors shall achieve the purpose of the General Assembly by either convening a second meeting or through a mail-in ballot, the votes from which shall be collected/received and counted within 30 days after the first meeting. A quorum shall not be necessary for the second meeting and a decision may be approved by a vote of a majority of the members present.
- (c) During the General Assembly meetings, questions or special topics can be presented to the members and voted on to receive feedback on issues affecting the membership and the Organization.

ARTICLE VI: BOARD OF DIRECTORS

(1) *Board of Director's Role, Size, and Composition.*

- (a) The Board of Directors is responsible for the overall policy and direction of the Executive Committee and day-to-day operations of the President, executive officers, and committees. The Board of Directors shall consist of seven (7) members: 5 elected members by the General Assembly and 2 Executive Committee members, which include the President and the Treasurer from the Executive Committee. The Board of Directors receives no compensation other than reasonable expenses. The specific functions of the Board of Directors are:
 - Determine the organization's mission and purposes;
 - Elect the Executive Committee by a simple majority vote through an appropriate process;
 - Provide ongoing support and guidance for the President and the Executive Committee and review their performances;
 - Ensure effective organizational planning;
 - Ensure adequate resources;
 - Manage resources and budget effectively;
 - Review, amend, and approve these bylaws on a regular basis or as needed;
 - Determine and monitor the organization's programs and services;

- Enhance the organization's public image;
 - Serve as an Ad Hoc Committee Chair or a committee member, if deemed necessary.
 - Serve as a court of appeal for the Executive Committee decisions; and
 - Assess its own performance.
- (2) **Board Elections.** Up to five Board of Directors members shall be elected by the members-at-large in good standing of the General Assembly during an election as detailed in Article VIII. The President and Treasurer who are elected by the Board of Directors, as discussed in Article VII, become Directors upon their election, which will bring the total number of the Board to seven (7).
- (a) **Board Chair/Vice-Chair/Secretary.** After the election of the Board of Directors, the new Board convenes to elect the **Chair, the Vice Chair, and the Board Secretary** for one-year terms. The Chair shall oversee all Board of Directors meetings in accordance with Roberts Rules of Order and these bylaws and prepare the meeting agendas. The Vice Chair assumes the responsibilities of the Chair in his/her absence. The Board Secretary is responsible for taking and preparing minutes and managing the administrative affairs of the Board of Directors.
- (b) The founding members and/or outgoing Board of Directors and Executive Committee members of the Organization may serve in a senior advisory capacity as ex-officio members on the Board of Directors. However, they shall NOT be considered a voting member of the Board of Directors. The main purpose of the senior advisors will be to provide guidance based on their experiences, which then can be cultivated and made available to the Board of Directors for effective management of the Organization.
- (3) **Terms.** All Board of Directors members shall serve two- or one-year terms according to their elected seats, and are eligible for re-election. However, no Board of Directors member shall serve more than two consecutive terms. In order to stagger their terms, the first board will include two members with a one-year term and three members will have two-year terms. In the event that a qualified Director is identified, the current Board, with recommendation of the Nomination and Election Committee, will decide by a majority vote to allow the Director to run and serve longer than two consecutive terms, if needed.
- (4) **Meetings.** The Board of Directors shall meet at least quarterly at an agreed upon time and place. Additional meetings can be held to discuss special activities and circumstances affecting the organization.
- (a) **Notice.** An official Board of Directors meeting requires that each Board of Directors member have written notice by the Chair one week in advance.
- (b) **Quorum & Proxies.** A quorum must be attended by at least a majority (i.e. four (4) members if seven (7) are on the board) of the Board of Directors members before business can be transacted or motions made or passed. 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 Chair's vote shall count as two votes.**
- (c) Past presidents of the Organization, the representatives from student organizations, and other members of the Organization may attend the Board of Directors meetings. However, these members shall not be entitled to vote for Board of Directors decisions.
- (d) *Meetings by E-mail:* A Board meeting is said to have occurred when the Chair **seconds** and presents a motion received from one the Board members to all Board members through the e-mail for review and approval. The Chair must automatically second the motion within 48 hours of request. If the Chair is not available, the requesting Board member may ask another Board member to review and second the proposed motion and open it for discussion. Members have **72 hours** to review and respond (**YES, NO, OR ABSTAIN**) to the motion for it to be considered valid. If a response is not received within this time frame, it will be considered an **ABSTAIN** vote.
- (e) All Executive Committee members will be encouraged to attend the Board meetings.
- (5) *Vacancies.* When a vacancy on the Board of Directors exists, Board of Directors member alternates will automatically be offered the vacant seat. The alternate with the next highest number of votes will be offered the position from the latest General Assembly Meeting. If no alternates exist or decline the position, nominations for new members may be received from present Board of Directors members two weeks in advance of a Board of Directors meeting. These nominations shall be sent out to Board of Directors members with the regular Board meeting announcement, to be voted upon at the next Board of Directors meeting. Candidates must be residents of Orange County and a member of good standing (i.e., current with membership dues) in the Organization.
- (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 Chairman of the Board, unless the notice specifies a later time for the effectiveness of such resignation. Upon the resignation of a director, a qualified person shall be appointed by the Board by a majority vote to serve as a "**Director**" to replace the resigned member during his/her remaining term. The newly elected Director takes office when the resignation becomes effective until the end of the resigned Director's term. Then, an official election can be held for that seat at the next scheduled General Assembly Meeting.
- (7) *Removal.* The Board of Directors, by a majority vote of the directors 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, and (iv) has missed two or more consecutive meetings (See Section 7a) of the Board of

Directors without cause (without regard to whether such meetings were regular or special). The director whose office is declared vacant pursuant to this Section (VI.7) shall be provided with written notice of his or her removal by the Chair or Vice-Chair.

- (a) Any Board of Director, who misses two (2) consecutive meetings if quarterly meetings are held or four (4) consecutive meetings if more frequent meetings are held, without a compelling excuse approved by the Board members, shall be considered to have resigned. The Chair or Vice Chair shall provide a written notice to the absent Director after one (1) unexcused absences warning the member of this provision.
- (8) *Chapter Representation at ATASC Board of Directors.* The Board of Directors of ATASC shall include a representative from the Organization to serve at the Director level. The chapter representative will attend quarterly ATASC Board meetings. Chapter representative will be selected by the OCTAA's Board in accordance with the guidelines within these Bylaws. This person may include the President, a Board member, or an Executive Committee Member.
- (9) *Director Transitioning.* The first Board of Directors meeting after a General Assembly election shall include all out-going and newly elected officers. This meeting shall serve as an introduction to OCTAA policy and procedures as well as the role and expectations of the Board of Directors.

ARTICLE VII: EXECUTIVE COMMITTEE

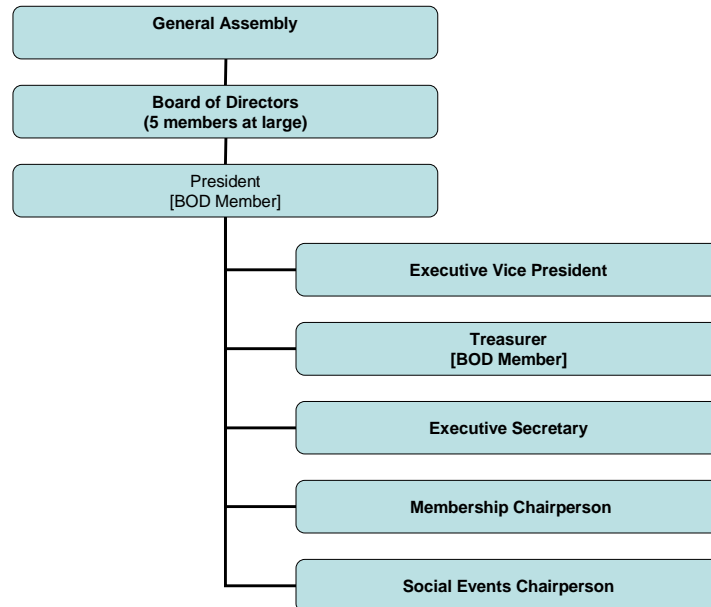
- (1) The Members of the Executive Committee
- (a) The Executive Committee of this Organization shall consist of a *President, an Executive Vice President, an Executive Secretary, a Treasurer, a Membership Chairperson, and a Social Events Chairperson.* The immediate past President of the Organization shall be an ex-officio (non-voting) member of the Board of Directors. The Executive Committee members are elected at the first Board of Director's meeting following their election by the General Assembly to be held within one month of the General Assembly meeting.
- (b) Executive Committee Members shall be elected by the Board of Directors. These individuals will serve one-year term.
- (c) The outgoing Executive Committee shall continue with full responsibility until the new Executive Committee is elected.
- (d) The President and the Treasurer become Board of Directors upon election by the five members-at-large (Article VI) elected by the General Assembly.

(10) Powers of the Executive Committee:

The Executive Committee shall have the power to perform every act which it shall deem necessary to carry out the goals of the Organization, as outlined by the Board of Directors. The Executive Committee shall form specific committees to carry out the specific activities of the Organization.

(11) The organizational chart is illustrated in Figure 1, and the roles and responsibilities of the Executive Committee Members are detailed in the subsections below.

Figure 1: OCTAA Organizational Chart



Note: President and Treasurer are also part of the Board of Directors.

- (a) *President* shall be the spokesperson of the Executive Committee and shall oversee the day-to-day responsibilities for the Executive Committee, including carrying out the Executive Committee's goals and policies. The President also serves as a Board of Directors member. The President shall attend all Executive Committee meetings, report on the progress of the Executive Committee to the Board of Directors, answer questions of Executive Committee members and carry out the duties described in the job description. The Board of Directors may designate other duties as necessary. The duties of the President shall include, but are not limited to:

- Serves as the Chief Executive Officer of the Organization;
 - Oversees the management of all Executive Committee Members;
 - Prepares and presents an Annual Report indicating the activities and accomplishments of the Organization during the preceding year (this report shall be available to the public);
 - Prepares the Organization's budget in conjunction with the Treasurer;
 - Serves as a liaison between the Board of Directors and the Executive Committee Members;
 - Chairs all Executive Committee and special meetings;
 - Serves as a member on the Board of Directors;
 - Serves as the Organization's representative at ATASC Board of Directors meetings; and
 - Oversees the Election Committee;
 - Be accountable to the Board of Directors and to the General Assembly in the execution of his/her duties within the guidelines of these Bylaws.
- (b) **Executive Vice President** shall perform the duties of the President in the absence of the President, and shall be responsible for all external outreach affairs of the Organization. The duties of the Executive Vice President shall include, but are not limited to:
- Assumes the duties and responsibilities of the President in his/her absence and/or resignation;
 - Oversees all external outreach efforts and outreach committee; and
 - Oversees the educational committees, if needed.
- (c) **Executive Secretary** shall be responsible for maintaining communications and the official correspondence of the Organization. The duties of the Executive Secretary shall include, but are not limited to:
- Records and presents minutes of all Executive Committee and BOD meetings;
 - Chairs the Constitution & Bylaws Review Committee;
 - Distributes meeting agendas and minutes and other relevant documents to internal and external entities;
 - Oversees the Website Committee;
 - Maintains relevant files including but not limited to: meeting minutes, Bylaws, correspondences, etc;
 - Maintains the master calendar of events
 - Maintains all internal e-mail lists; and
 - Keeps a current roster and contact list of all Board of Directors, Executive Committee members, committee members, and volunteers.
- (d) **Treasurer** shall keep accurate records of all financial transactions of the Organization, and present regular financial reports to the Board of Directors and to the ATASC CFO for review and approval. The Treasurer shall prepare the annual budget for the Executive Committee's review and approval to be ratified by the Board of Directors. The Treasurer also serves a Board of Director The duties of the Treasurer shall include, but are not limited to:

- Administers and prepares the annual budget in conjunction with the President and presents it to the Executive Committee for review and approval to be ratified by the Board of Directors;
- Maintains accurate and current financial records of income, expenditures and pending income and reports these to the Board of Directors at each meeting and to ATASC CFO on a quarterly basis;
- Deposit money and checks in the name of and to the credit of the Organization in the banks;
- Disburses funds and issues expense checks in the name of the Organization as authorized by the President or the Board;
- Oversees the Fundraising Committee;
- Develops and coordinates all fundraising activities in conjunction with the Social Chairperson and Fundraising Chairperson;
- Receives and tracks all membership dues and coordinates with the Membership Chairperson to update the membership database;
- Serves as a member on the Board of Directors; and
- Makes financial information available to the membership upon request.

(e) ***Social Events Chairperson*** shall coordinate all social functions and events with the Executive Committee and organize committees specific for those activities. The duties of the Social Chairperson shall include, but are not limited to:

- Coordinates all entertainment, cultural, educational, and charitable activities and obtains all permits necessary for these events;
- Coordinates with the Treasurer regarding all fundraising activities;
- Coordinates with the Membership Chairperson regarding all membership recruitment events and activities;
- Oversees the Events Committee;
- Oversees the Kids Club;
- Identifies and manages all volunteers to be involved in various events;
- Ensures that all events are managed within their allocated budget; and
- Oversees the coordination of one joint event with ATASC and/or other chapter organizations on an annual basis to promote unity within the Turkish-American community.

(f) ***Membership Chairperson*** shall coordinate all membership recruiting and retention efforts of the organization. The duties of the Membership Chairperson shall include, but are not limited to:

- Routinely maintains the membership database identifying members in good and bad standing with the Organization in coordination with the Treasurer;
- Oversees all membership recruitment events and activities in concert with the Social Events Chairperson;
- Develops new member informational packet or brochure and disseminates to the new members to encourage their involvement;
- Oversees the annual membership recognition program; and
- Develops and implements a member recruiting and retention program.

- (4) **Executive Committee Meetings:** The Executive Committee shall hold official meetings at least six times per year, preferably once every other month. The presence of a majority (i.e. four) of Executive Committee members shall constitute a quorum. All motions shall be approved by a simple majority vote. In the event of a tie, the President's vote shall count as two votes. The minutes of each meeting including the motions shall be kept as official records of the Organization and shall be maintained by the Executive Secretary.
- (a) Any Executive Committee member who misses three consecutive meetings, without a compelling excuse to be reviewed and approved by the President, shall be considered to have resigned. The President shall provide a written notice to the Executive Committee member after two (2) unexcused absences warning the member of this provision.
- (b) Past presidents of the Organization, the representatives from student Organization's, and other members of the Organization may attend the Executive Committee meetings by making arrangements through the President. However, these members shall not be entitled to vote for Executive Committee decisions.
- (5) **Vacancies**
- (a) **Removal of the President:** The President is subject to removal by the Board of Directors of the Organization. The Chair or Vice-Chair shall conduct a new election for the President's position subject to the approval of the Board of Directors. The President shall be removed from office if majority (two-thirds) of the Board votes (excluding the President's vote) to remove.
- (b) **Removal of Executive Vice President, Treasurer, Executive Secretary, Social Chairperson, and Membership Chairperson:** The Executive Vice President, Treasurer, Executive Secretary, Social Chairperson, and Membership Chairperson are subject to removal by the Board of Directors of the Organization. Upon a recommendation made by the President, the Board of Directors shall remove any person(s) from their office and elect new officer(s) by a majority (two-thirds) vote.
- (6) **Officer Transitioning.** The first Executive Committee meeting after being elected by the Board of Directors shall include all out-going and newly elected officers. The outgoing President shall chair this meeting and prepare an officer transition meeting agenda, which shall serve as an introduction to OCTAA policy and procedures as well as the role and expectations of the Executive Committee.

ARTICLE VIII: COMMITTEES

- (1) The Executive Committee may create ad hoc committees as needed. The President appoints all committee chairs. Committee chairs may be members of the Board of Directors.

- (2) The standing committees of the Organization include:
- a. Bylaws Review
 - b. Nominations & Elections
 - c. Events
 - d. Fundraising
 - e. Education
 - f. Kids Club
 - g. Membership
 - h. Publicity/Outreach
 - i. Website

ARTICLE IX: ELECTIONS

- (1) Elections of the Board of Directors shall be held during the ordinary General Assembly to be held in December. In the event that any Board of Director resigns before completing their full term in office, elections may be held in an extraordinary General Assembly, if possible or appointed/selected by the Board members during a regular or special meeting.
- (2) All elections affairs shall be overseen by the President, who shall oversee the elections. The election process shall be advertised to the membership at least one month prior to the actual elections by actively soliciting nominations for the election with the objective of finding the candidates and publishing their qualification statements via post mail, e-mail, or on the website before the elections.
- (3) General Assembly Elections:
- (a) At the General Assembly, the Elections Chair shall open the meeting and, if a quorum is present in accordance with Article V(2) herein, the Elections Chair shall request nominations from the floor for two (2) members to serve on the Elections Committee. These two Election Committee members shall assist the Elections Chair and record the proceedings during the General Assembly meeting. The Election Committee's ultimate purpose is to complete the elections during that General Assembly in a fair, democratic and transparent manner.
 - (b) The Elections Chair shall prepare the agenda and conduct the meeting in accordance with these Bylaws. The agenda shall include but is not limited to the discussions of the activity report of the Board of Directors, clearing of the outgoing Board of Directors and Executive Committee members, election of the new Board of Directors, miscellaneous business, any new business to be voted on, and member's suggestions. The General Assembly may make additions or changes to the agenda of the meeting, provided there is a vote of the majority of members present to add, change or delete agenda items.
- (4) Nominations Prior to the Elections: The Board of Directors shall appoint an Elections & Nominations Committee during the third quarter. The Elections

Committee shall identify candidates who are current members for the Board of Directors, considering input from the Members. The process shall be announced by any available means, so as to ensure public awareness and to seek out any potential interested candidates. The Elections Committee shall compile the list of potential candidates, together with their resumes/statements of interests. The list of candidates shall be submitted to the members for voting, together with a provision that write-in candidates, who are qualified in accordance with the requirements of Section 5 are permissible. The Elections Committee shall oversee and administer the election itself.

- (5) The Elections Chair shall request nominations from the members who are present and outline any nominations that were made prior to the elections meeting. The minimum number of nominations required shall be consistent with the number of vacant seats. After all of the nominations are received, members shall cast their votes by secret ballot. The votes shall be counted before the General Assembly, and the Election Committee shall enter the results into the official records of the Organization. The nominees, for the number of vacant seats, who receive the highest number of votes shall become members of the Board of Directors. The remaining candidates shall be ranked in order based on votes received as "alternates" for the Board of Directors. If a member of the Board of Directors resigns or is unable to serve as a member for the duration of his/her term of office, the alternate with the most votes shall be asked to fill that vacancy.
- (6) For a person to be nominated, he or she shall be a member in good standing for at least one year prior to the election process or must be recommended by the Board of Directors and/or the Executive Committee. The candidate shall also be a resident of Orange County.
- (7) **Only those members who are current with their membership dues, in accordance with ARTICLE III (2) herein, are entitled to vote.** Voting and nominations by written proxy may be accepted for multiple proxies for one attending member in good standing provided that proxy holders are all paid members of the organization and residents of Orange County.
- (8) The Membership Chair shall be responsible for providing a copy of the current list of the members with dues paid to the Election Chair. Those who have paid their dues during the General Assembly Meeting shall also be added to the membership list. Only the members on such list shall be eligible to be nominated, pursuant to ARTICLE IX (6) herein and to cast votes.
- (9) In the event the quorum under ARTICLE V (2)(c) herein is not present for the General Assembly, elections may be conducted either by holding a second meeting or using a mail-in or e-mail ballot. The votes shall be collected/received and counted within 30 days after the first meeting. A quorum shall not be necessary for the second meeting and a decision may be approved by a vote of a majority of the members responded. In the event that mail-in/e-mail ballots are used, the returns shall be forwarded to the Elections Chair.

(10) During the first meeting after election, Board of Directors members shall introduce the new Board members, elect the Chair and the Vice-Chair, and establish the next regular Board meeting. The Board of Directors shall have the power to elect the President and the Executive Committee officers within 30 days following the General Assembly. A quorum is necessary [e.g. at least three (3) out of five members] to elect the President and the Executive Committee officers.

(11) Election procedure is further detailed in Appendix A.

ARTICLE X: RECORD KEEPING

(1) The Executive Secretary shall be responsible for keeping the following official records of the Organization, and turning such records over to the incoming Executive Committee, along with the properties of the Organization, at the end of his/her term:

(a) **Membership Registry/Database:** The names and addresses of the Organization's members, records of payment of dues and dates of payment, contact information (address, e-mail, telephone number, etc.), which shall be recorded/entered routinely in a Membership Registry/Database (or equivalent) by the Membership Chair with input from the Treasurer and the Executive Secretary;

- The contents of the membership registry/database are proprietary and are strictly confidential, thus, contents shall not be released to a third party without the written approval of the Membership Chair and/or the Board of Directors.
- OCTAA will make available the current membership to the parent organization during General Assembly meetings and other similar events where membership verification is required.

(b) **Executive Committee Records:** The minutes of the Executive Committee meetings, Board of Directors meetings, and the motions, which shall be recorded by the Executive Secretary and maintained as hard-copy and electronic-copy;

(c) **Financial Records:** The income, expenditures and annual budget of the Organization which shall be recorded by the Treasurer in an accounting book or database (or equivalent) showing at all times the balance in the Organization's bank account(s) and the cash at hand. **The financial records of the Board are public information and shall be made available to the membership, Board members and the public upon request;** and

(d) **Property List:** A list of all of the properties and items belonging to the Organization, which shall be kept as an official record by the President in conjunction with the Treasurer.

ARTICLE XI: PUBLICATIONS & COMMUNICATIONS

All spoken and written communications for this organization shall be conducted in English. The official language of the Organization shall be "English."

The Executive Committee can publish newsletters (hard-copy or electronic format) or other acceptable means either directly or through a Publicity/Outreach Committee under the Direction of the Executive Vice President to be established for this purpose. The Chair of the Publicity/Outreach Committee shall be appointed by the President, and be responsible to the Executive Committee.

The Organization shall stay autonomous in disseminating relevant community news and events and other information of interest to its membership via external communications using electronic or hard-copy materials.

The contents of any external communication, including the official website shall follow the guidelines listed below:

- (1) Truthfulness and clarity;
- (2) Avoiding articles that conflict with the interests of the Republic of Turkey, the United States and/or the Organization;
- (3) Avoiding conveying ideological doctrines offensive to the sense of the community or which are divisive of the same;
- (4) Conveying the national and moral values, culture and history of the Turkish people and the Republic of Turkey;
- (5) Promoting balanced use of the Turkish and English languages; and
- (6) Encouraging reader participation in the arts, educational, cultural, and sports activities.

ARTICLE XII: CONFLICT OF INTEREST POLICY

- (1) 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.
- (2) 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.

- (3) Each Board of Director and Executive Committee member shall read, understand, and sign the Conflict of Interest Policy provided in Appendix B upon appointment to the position. The signed form will be kept in the official OCTAA records maintained by the Executive Secretary.

ARTICLE XIII: REVISIONS OF THE BYLAWS

- (1) These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Executive Secretary to be sent out with regular Board announcements.
- (2) The Bylaws shall be reviewed at least annually for effectiveness. During this process, the Bylaws Review Committee overseen by the Executive Secretary, shall develop revised Constitution & Bylaws and present it to the Board of Directors for review and approval.
- (3) A copy of the revisions will be kept in tracked mode in MS Word or equivalent program to indicate the revisions made, discussed, and incorporated. The current revision of the Bylaws will be indicated by the revision number and revision date indicated on each page of the document.

END

APPENDIX A

OCTAA ELECTION PROCEDURE

Election Procedure

PRE-ELECTION PREPARATION

- Prepare Ballot
 - Sort the names in some order, first-come-first-serve, or alphabetical, descending or ascending.
 - Include, Organization, Purpose of ballot (e.g. Election of BOD of ...)
 - Date and Location
- Estimate the number of voters
- Prepare proxy, and post on the Web site and announce with the link
- Make sure the following is included in the meeting Agenda and announced properly
 - Nomination and the Approval of the Election committee by the members.
 - The chairman will be elected by the committee
- Make sufficient number of copies of the ballot, preferably on a non-white paper.

ELECTION DAY

- Take attendance list for the members in good standings. Add new members if some registered or renewed on site.
- Go through the process of the nomination of and the approval of the Election Committee by the attending members. To make sure that the this process is attended by the membership in good standing, it is preferable to have the non-member observers to be seated in a designated area. Make sure non-members do not participate in this. It is preferable to have at least 3 and odd number of Election Committee members to be approved.
- Conduct a meeting among the approved Election Committee for a good 3-4 minutes of meeting to settle the rules and the process of the Election process.

ELECTION PROCESS

- Explain the election process to the members step by step
 - List the nominees
 - Open the floor for additional nomination.
 - Validate nomination through communicating with the Membership Chair, to make sure that all the nominees are members in good standing. If some not, accept their renewal or new member registration quickly
 - Announce the names or the added set of nominees
 - Explain the voting
 - To check box left to the nominee's name on the ballot, in order to designate the nominee supported to be elected. If the nominee

newly added, write his/her name or "nickname" adopted and check the box to its left.

- There is no minimum and no maximum number of checked, this is intended to keep the process as simple as possible.
- The nominees will be ranked according to the number of votes (check marks in the boxes to the next to their names on collected validated ballots) they received.
- After ranking, the top nominees in the number of open positions for which the current election is conducted, will be elected.
- Give one ballot per each member and one for each proxy to the proxy owner. Give the voters sufficient time (5-10 minutes) to complete and return the ballot folded to hide the selections. MAKE A CHECK MARK TO THE COLUMN "VOTED". Count the number of the check marks in this column and make a note. This is referred to as "number of valid voters"
- Then, close the voting process.

COUNTING THE VOTES

Keep record of the detailed actions and findings during this stage

- Error checking: cross check the numbers of collected ballots from the voters the "number of valid voters". It should either agree or be less than the number of valid voters. If the former is greater than the latter, resolve it by re-count or inspection. If not resolved, make a motion to repeat the entire voting process once again. Do not proceed with the initial voting. If the number of ballots is consistent with the number of voters, proceed with the further actions.
- Securing the valid voting: Destroy appropriately the remaining unused ballot papers.
- Start counting the votes
 - Make a tally by the names of the nominees
 - Go through all ballots voted read the names with the markings next to them
 - Mark one slash or another symbol per vote counted per nominee.
 - Use
 - one Election Committee member to read checked names
 - one Election Committee member to mark the tally
 - one Election Committee member to stamp the counted ballot.
 - Have every action double checked/monitored by the person next to him/her.
 - After completing all the voted ballots, complete the tally by counting the symbols per nominee. Double check the result by having another Election Committee member repeat the calculation. Resolve any discrepancy by some means, e.g. re-counting, re-calculating etc, by whatever is necessary.
 - Make ranking, double-check ranking.

ANNOUNCING THE ELECTION RESULTS

- Re-convene the attendees.
- Explain the steps through the Election Committee followed.
- Explain any extra-ordinary voting encountered or unexpected finding during the vote counting process and how it has been resolved.
- Ask for any questions and objections
- Make sure there is no obstacles, objections or doubts at this moment.
- Finally announce the ranking and pronounce the names of the elected persons.
- Close election process.

APPENDIX B

CONFLICT OF INTEREST POLICY



Orange County Turkish American Association
Conflict of Interest Policy

The standard of behavior at the Orange County American Association (OCTAA) is that all officers, volunteers, and board members scrupulously avoid conflicts of interest between the interests of OCTAA on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of OCTAA's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and board members. By signing this letter, I declare that I hold no relationships and holdings that could potentially result in a conflict of interest.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Name: _____

Signature: _____

Date: _____