

ETHIOPIAN COMMUNITY ASSOCIATION

OF

GREATER PHILADELPHIA (ECAGP)

BYLAWS

Article I

Name, Purpose, Organization, Office

Section 1.01 Name.

The Name of this Association shall be the Ethiopian Community Association of Greater Philadelphia (ECAGP).

Section 1.02 Purpose.

The Purpose of the Association shall be to:

- A) Serve the needs of the Ethiopian Community in the Greater Philadelphia area, and
- B) Preserve and promote Ethiopian culture and traditions.

Section 1.03 Organization.

A Board of Directors and the Officers of the Board shall be elected by due-paying members and shall carry out specific functions and duties as outlined and mandated in these Bylaws.

Section 1.04 Office.

The office of this Association shall be located at 4400 Chestnut Street within the Greater Philadelphia area.

Article II

Membership

Section 2.01 Members.

A person shall be eligible as a member of this Association if he/she is Ethiopian, or Ethiopian descent, lives within the Greater Philadelphia area, and pays the annual membership fee of Twenty-Five Dollars, as well as completes Twenty-Five hours of volunteer work for the Community annually.

Section 2.02 Membership Rights

A person as a due-paying member who meets all the membership criteria under section 2.01 shall have a right to vote or be elected for an office.

Section 2.3 Youth Members.

Youths below Eighteen years of age who meet the criteria of membership in Section 2.01 may become nonvoting youth members by paying dues equal to one half (\$12.50) the amount of adult members.

Section 2.03 Honorary Members.

The Board of Directors, by a majority vote, shall have the right to confer honorary membership upon certain persons or groups of persons who are deemed to make significant contribution to the Ethiopian Community at large.

Article III

Meetings of Members

Section 3.01 Regular Meetings.

Members shall meet twice a year in the spring and the fall, for general membership meeting and to elect nomination committee members. The dates, times, and locations of these meetings being announced to the membership at least thirty days in advance of the meeting.

Section 3.02 Special Meetings.

Special meeting shall be called by the Secretary when it is deemed necessary and so instructed by the Board of Directors or by written request signed by one-third of the general membership or fifteen of the regular due-paying members or with the minimum

number of either. A special meeting initiated by members requires three days advance notice to the Board and at least fifteen days to the general membership before the meeting date.

Section 3.03 Quorum and Voting.

A simple majority of the due-paying general membership shall constitute a quorum. Accordingly, decisions shall be made by a simple majority vote of due-paying members in attendance at all of the meetings. Each regular member who has paid his/her membership fee and completed his/her voluntary work requirement for the previous year shall have one, and only one, vote on all matters during annual and special membership meetings of the Association. Members who will not be able to attend meetings for justifiable reasons or excusable absences shall have proxy votes on authorized and signed proxy forms.

Section 3.04 Rules and procedures of Meetings.

At all meetings, the Chairperson, or in his/her absence, the Vice Chairperson, shall chair the meeting. All meetings shall be run in accordance with Robert's Rules of Order.

Article IV

Board of Directors

Section 4.01 Powers.

All activities and affairs of the Association shall be managed and controlled by the Board of Directors, who shall have appropriate and legitimate powers to exercise these functions.

Section 4.02 Number of Directors.

The number of Directors of the Board shall be nine.

Section 4.03 Election of Directors.

Directors of the Board shall be elected to two-year terms of office by due-paying members at the annual meeting of the general membership in fall. Nominations for these Officers shall be taken from the membership, and shall be announced to the members thirty days in advance of the fall meeting. Incumbent Directors may be nominated for re-election.

Section 4.04 Nomination and Election Committee

Due-paying members shall elect five members of the Nomination and Election Committee for two-year term. The Committee shall nominate and conduct election of the Board of Directors every year in fall.

Section 4.05 Voting.

Each Director shall have one, and only one, vote on all matters coming before the Board.

Section 4.06 Resignations.

Any Director may resign from his/her position, provided that he/she presents his/her formal resignation in writing, and such resignation is accepted by the Chairperson of the Board, or in his/her absence, the Vice Chairperson. Resignations by the Chair and the Vice-Chair of the Board shall be formally submitted to the Board of Directors for their approval.

Section 4.06 Removal.

Any Director who has missed three consecutive meetings without reasonable notice or cause shall be declared void of his/her seat on the Board. At a meeting called for the purpose of removal, a majority of the Directors shall remove a Director for a professional misconduct or who has been found derelict in the execution of the responsibilities of his/her office. The Board shall see to it that the person considered for removal shall have a right to be present and be heard during all the deliberations pertaining to his case.

Section 4.07 Vacancies.

Vacancies created by resignation, removal or other causes, shall be filled from the due-paying membership for the remainder of the term following the nomination and election by the remaining Directors.

Section 4.08 Advisory Board of Directors.

The Board of Directors, by a simple majority vote, shall have the right to nominate and confer honorary directorship upon Ethiopian and non-Ethiopian individuals whose advisory role or service may be deemed as valuable to the Association.

Section 4.09 Voting Rights and Term of Office of Advisory Board of Directors.

Advisory Board of Directors shall not be voting members of the Association, and

their term shall be life-time unless otherwise they resign on their own or the Association deems their service no longer valuable.

Section 4.10 Annual meeting.

There shall be an Annual Meeting of the Board of Directors before the Fall meeting of the membership.

Section 4.11 Regular Meetings.

There shall be quarterly meetings of the Board of Directors.

Section 4.12 Special Meetings.

Special meetings of the Board of Directors shall be called by the Chairperson of the Board or a majority of the Directors should the need arise. Notice of the special meeting must be given 24 hours in advance.

Section 4.13 Quorum.

A majority of the voting Board of Directors shall constitute a quorum.

Section 4.14 Annual Reports.

Annual reports shall be provided to the members of the Association at their fall meeting.

Article V

Committees

Section 5.01 Establishment of Committees

The Board of Directors shall appoint due-paying members to committees as the need arises. All committees shall consist of an odd number of members. The Executive Director and at least one member of the Board of Directors shall be ex officio members of all committees of the association. The relationship between all the committees and the Board shall be determined by the Board.

Section 5.02 Notice of Meeting.

Each committee shall meet at a time chosen and decided upon by its members.

Section 5.03 Voting.

Members of all committees shall have one and only one vote on all matters coming before the respective committee.

Section 5.04 Quorum.

A simple majority of any committee shall constitute a quorum.

Section 5.05 Term of Office.

Each member of any committee shall serve a term of office equal to the life of the committee up to two years. Members of committees may be reappointed by the Board.

Section 5.06 Vacancies.

Any vacancy in any of the Committees shall be filled by appointment by the Board of Directors.

Article VI

Officers

Section 6.01 Titles and Qualifications.

The Officers of the Board shall include a Chairperson, a Vice Chairperson, a Secretary, an Assistant Secretary, a Treasurer and such other Officers as needed. Such Officers shall have the power to perform the duties as set forth in these Bylaws. No Officers of the Board shall hold more than one of these Offices.

Section 6.02 Election and Term of the Office.

All officers shall be nominated and elected by due-paying members, and shall serve a two-year term from the date of election. Such date shall be the first official meeting of the Association. Officers may be re-elected to serve consecutive terms of office.

Section 6.03 Resignations.

Any Officer may resign from his/her position, provided he/she presents his/her formal resignation in writing, and upon acceptance by the Chairperson of the Board, or in the case of the resignation of the Chairperson or the Vice Chairperson by all members of the Board.

Section 6.04 Removal.

Any officer may be removed for egregious misconduct or derelict of duty at any time by the majority vote of the Directors.

Section 6.05 Vacancies.

Any vacancy can be filled from among the Directors by a majority Vote of the Board at a special meeting called for this purpose.

Section 6.06 Chairperson.

The Chairperson shall preside at all meetings of the Board of Directors and General Membership of the Association, and he/ she shall be a signatory of all documents concerning property of the Association and all drafts, checks, notes, orders or other undertaking for the payment of money on the Association Treasury, and all other documents where his/ her signature shall be lawfully required. The Chairperson shall have such other powers as the Board of Directors shall from time to time assign. Such power and duty shall not be inconsistent with these Bylaws.

Section 6.07 Vice Chairperson.

The Vice Chairperson, in the absence of the Chairperson, shall assume the powers and duties stated in section 6.06. The Vice Chairperson Shall have such other duties as the Board of directors shall from time to time assign, in accordance with these Bylaws.

Section 6.08 Secretary.

The secretary shall keep a true and accurate record and account of the proceedings of meetings of the association membership, committees, and the Board of Directors. He /She shall record all votes, issue notices of meetings and copies of minutes and all official correspondence of the Association as may be directed by the Chairperson or the Board, and record and announce nominations for elections.

The Secretary shall be the custodian of the corporate seal and all books and records of the Association except as may be assigned by the Board from time to time in accordance with these Bylaws.

Section 6.09 Assistant Secretary

The Assistant Secretary, in the absence of the Secretary, shall perform all the duties assigned to the Secretary in the accordance with these Bylaws.

Section 6.10 Treasurer.

The Treasurer shall keep the records of financial status and accounts of

the Association, shall prepare for the Board of Directors financial statements of the Association, shall deposit all monies in the in the name of the Association in to designated banks, trust companies or other financial institutions, shall co-sign all checks, notes, and other financial transactions the Association, shall work in conjunction with the bookkeeper, shall arrange for an annual audit, shall cooperate with the Internal Auditor of the Association, and shall perform such other duties as are incident to the office of Treasurer of a corporation or may be assigned by the Board from time to time not inconsistent with these Bylaws.

Section 6.11 Alternate Board Members

There shall be at least two alternate Board members who shall be selected to replace members who may resign or be removed.

Section 6.12 Internal Auditor

The Internal Auditor shall be elected by the general membership based on specific accounting skills and professional merits for two-year term. His/Her primary duty shall be to audit the financial and real estate assets of the Association, and accordingly to prepare and present an annual audit report to the general membership. The Internal Auditor shall be independent and only accountable to the general membership. He/She shall have unlimited access to examine financial records of the association. The Internal Auditor shall attend the Board meetings as he/she deemed necessary in carrying out his/her duties.

Section 6.13 Public Records.

The public records of the Association shall be available to due-paying members of the Association. The private files of members, clients, staff, and officers of the Board shall however be kept with utmost confidentiality.

Section 6.14 Surrender of the Association Property Upon Retirement.

Each Officer of the Board, upon leaving from office for any reason, shall deliver to the Board of Directors all books, files, financial statements, papers, or any other property that belong to the Association.

Article VII

Property Acquisition, Sale, Rental, Management and Disposition

Section 7.01 Property Management

The property of the Association shall be managed by the Board of Directors.

Section 7.02 Property Acquisition and Sale

Any property of the Association shall be acquired, sold or disposed only through the two-third (2/3) majority vote and decision of the due-paying members at a special meeting convened only for this purpose.

Article VIII

Compensation of and Contracts with Directors and Officers

Section 8.01 Compensation of Directors and Officers.

The Directors and Officers of the Board shall perform the incumbent duties of their offices without salary or remuneration, but the Board of Directors may authorize payment for reasonable expenses incurred by the Directors only in the performance of their official duties and of reasonable compensation for exceptional services rendered to the Association by any Director.

Article IX

Staff

Section 9.01 Executive Director.

The Executive Director shall be chosen by the Board of Directors. He/She shall be in charge of the administration of the Association's program, subject to review by the Board. The Executive Director shall be responsible for employment and supervision of the staff and the development of programs consistent with the purpose of the Association and the policies of the Board. He/ She shall be responsible for the efficient delivery of the Association's services to its membership and clients, a budget proposal to the Board for its approval, and management of the Association's property. He/She shall be an *ex-officio* member of all committees of the Association. The Executive Director shall attend all Board meetings except at those times when his/ her appointment or salary is discussed and decided. He/She shall prepare and present a quarterly report of the Association's operations and activities at each regular meeting of the Board.

Article X

Amendment of Bylaws

Section 10.01 Amendment of Bylaws.

These Bylaws including changing the number of the Board of Directors, shall be

amended by a two- third (2/3) vote of the due-paying members at a meeting specifically for this purpose and advertised one month in advance.

Article XI

Fiscal Year

Section 11.01 Fiscal Year.

The fiscal Year shall run from October 1 to September 30.

Article XII

Application of the Revised Bylaws

Section 12.1 Application

These revised Bylaws shall enter into force after Sunday, May 15, 2005 upon ratification by the general membership.

Section 12.2 Revised Bylaws

These revised Bylaws shall hereinafter supersede the previous Bylaws.

Section 12.3 Language

The revised Bylaws shall be written in English and Amharic, and the English version shall have the final legal authority.