

FLORIDA TURKISH AMERICAN ASSOCIATION BYLAWS

ARTICLE I

Name, Location, Purpose, and Function

- 1.1. **Name:** The name of the association is FLORIDA TURKISH AMERICAN ASSOCIATION, Inc. (FTAA).
- 1.2. **Principle office:** The Board of Directors of the Association may establish an office at any place where the Association is qualified to conduct its business activities.
- 1.3. **Function:** The Association is a nonprofit public benefit organization organized under Florida Non-Profit Public Benefit Corporation Law for public and charitable purposes. FTAA is organized to be compliant with Federal Tax Exemption under the section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). FTAA is not organized for profit, and no part of its income, if any, will nourish the benefit of its Members, Officers, Directors, Members of the Audit committee, Ethics Council, or any other committees because of their services.
- 1.4. **Purpose:** The purpose of the Association includes but is not limited to the following: to increase, improve, and promote public knowledge and understanding of Turkish culture, history and people; to foster friendship and communication among the American and Turkish communities; to promote the exchange of the arts, culture, music and cuisine of the United States and Turkey; to provide humanitarian assistance; and to educate the members of the Association and the general public by providing lectures and seminars in keeping with the Turkish heritage and to teach Turkish and English language for those who need and or desire.
- 1.5. **Seal:** The Association shall have a seal, which shall be kept by the President of the Association and the impression of which is stamped in the margin hereof, shall be the seal of the Association.
- 1.6. **Funding:** The Association may obtain funding by means of solicitation of donations, holding of fund raising events, membership fees, as well as gifts and grants from all levels of government and private organizations.
- 1.7. **Facilities/Equipment:** The Association may purchase or lease facilities and own equipment necessary for its activities.
- 1.8. **Fiscal year:** The fiscal year of the Association shall be from the first day of January to the thirty-first day of December.

ARTICLE 2

Membership

Individuals who are interested in becoming members of the Association shall apply directly to the Board of Directors by filing in the prescribed form. The Association does and will not discriminate against any potential members on the basis of religion, race, creed, or color.

- 2.1. **Qualification**: Members shall be at least eighteen (18) years of age.
- 2.2. **Suitability to Membership**: The Board of Directors shall review each application for suitability of membership within a reasonable time from the date of application submittal. If the Board of Directors does not approve an application of a member, the exact reason(s) for its disapproval shall be conveyed to the applicant and the applicant shall be allowed to make personal representation to the Board of Directors to plead his or her case.
- 2.3. **Members in Good Standing**: Only the individuals who have paid the required membership dues by October 31 of the current year or any other fees and assessments in accordance with the FTAA Bylaws shall be considered Members in Good Standing.
- 2.4. **Resignation**: Any active member can resign from membership by giving a written notice to the Secretary of the Board. Membership fees are not refundable.
- 2.5. **Duties and Rights of Members**: Each Active Member of FTAA has the right to take part in, to vote, to nominate, to elect and to be elected in the General Assembly meetings of FTAA. Each member who is present at the meeting shall have a right to cast one vote. Members who are registered as Family Members are entitled to one vote for each spouse. A spouse may vote only for him or herself. Members who are registered as Individual Members are entitle to one vote.
 - a. **Duties of Members**:
 - To obtain the floor before speaking.
 - To stand when speaking, if convenient.
 - To avoid speaking upon any matter until it is properly brought before the Board or the Assebmly by a motion.
 - To keep upon the question then pending.
 - To yield the floor to calls for order.
 - To abstain from all personalities in debate.
 - To avoid disturbing, in any way, speakers of the assembly.
 - No member is authorized to make a public statement on behalf of FTAA.
 - b. **Rights of Members**:
 - To offer any motion that is germane to the organization.
 - To explain or discuss that motion, or any matter properly before the meeting.
 - To call to order, if necessary. (A point of order can interrupt a speaker. It is raised to ensure orderly procedure, particularly when there is a breach or violation of rules or bylaws, or when a member is not speaking on the motion before the board or assembly).
 - To hold the floor, when legally obtained, until through speaking.
- 2.6. **Termination of Membership**: Membership will end under the following circumstances:
 - a. Written resignation;
 - b. Death; or
 - c. Expulsion from membership. A member can be expelled on the good faith determination by the Board of Directors, or a committee authorized by the Board of Directors to make such a determination that the activities of a member are found to be inconsistent with or contrary to the goals and objectives of FTAA.
- 2.7. **Term of Membership and Dues**: The amount of the dues for membership shall be decided from time to time by majority votes of the Board of Directors. The annual membership period shall be from January 1 thru December 31.

ARTICLE 3 Administration

- 3.1. **Administrative Bodies:** The following are the administrative bodies of FTAA:
- a. General Assembly
 - b. Board of Directors
 - c. Audit committee
 - d. Ethics council
- 3.2. **General Assembly:** The General Assembly is composed of those members of the Association who are active and in good standing. The General Assembly is the core of the Association, and every motion shall be determined by majority of votes.
- a. **The Powers and Duties of the General Assembly:** The powers of the General Assembly includes but not limited to the following:
 1. To elect members of the Board of Directors, Audit Committee and Ethics Council of the Association as prescribed by these Bylaws;
 2. To consider the reports of the Board of Directors and Audit Committee;
 3. To enact, to amend, and to revoke the Association Bylaws as necessary; and
 4. To decide on the dissolution of the Association.
 5. To elect members of the Election Committee in a non-election year at an Assembly Meeting.
 - b. **Meetings:** A ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any meeting. If the quorum is not present to begin the meeting, the General Assembly meeting will be rescheduled by the Board of Directors on a date not more than thirty (30) days from the date of the original meeting date. The President of the Association will accept a motion from the floor for the election of a Chairperson from among the candidates to conduct the meeting. The candidate who receives the majority of the votes will be the Chairperson of that meeting (The members who are in the Executive Committee cannot be nominated or elected for the Chair). The elected Chairperson then asks for a motion from the floor for election of a Recording Secretary and a Helper. The elected Chairperson for the meeting will conduct the meeting if the Quorum is present. His duties will terminate when the meeting ends.
 1. **Regular meetings:** Regular meetings take place once in every calendar year and shall be determined by the Board of Directors. Notice of the meeting shall be given by the Board of Directors, in writing, and will be mailed or sent by other means such as e-mail and/or fax at least twenty-one calendar days in advance of the meeting to each member. The execution of such a notice shall be filed and maintained in the Association's minute book. At each Regular meeting, the following items will be on the agenda of the meeting and will be considered:
 - a. Report of the Executive Committee
 - b. Treasurer's Financial Report
 - c. Audit Committee Report
 2. **Special Meeting:** The General Assembly may be called to a Special Meeting by the Board of Directors or by written request. Reasons for this request must be submitted by one-third of the FTAA members in good standing to the Board of Directors. Within

thirty (30) calendar days of such request, the Board of Directors will arrange the Special General Assembly meeting.

- 3.3. **Board of Directors:** The twelve (12) members of the 13 member Board are elected by the membership at an annual election meeting. The former president who had served in the previous term shall serve on the Board as its thirteenth member for a two-year term. The members of the Board are given responsibility for transacting the business between meetings. The Board of Directors elect, from among themselves, the members of the Executive Committee namely the President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary (if needed). The president is the chairperson of the board, or these Bylaws may give the Board the privilege of electing its chairperson, if the President announces that he or she motion(s) to make at that meeting. The Board and the Officers are the subordinate to the Association and must abide by Bylaws rulings.
- a. **Powers of the Board of Directors:** The Board of Directors is the Association's highest operating body, and all decisions shall be determined by the majority of the votes of its members. In the case of a tie vote, the President's vote shall be the tie breaking vote. The Board of Directors shall:
1. Conduct day to day activities of the Association;
 2. Vote for approval of all projects and activities;
 3. Record the minutes of meetings of all actions taken by the Board of Directors;
 4. Coordinate and organize media, Government, and community interest group activities;
 5. Appoint and or dissolve committees;
 6. Determine the duties of the established committees;
 7. Purchase, sell, or lease equipment necessary for its functions;
 8. Employ or hire such persons or contractors that it deems necessary to carry out the tasks of the Association. The terms of the employment and the rate of pay of such persons or contractors shall be determined by the Board of Directors;
 9. Open or close bank accounts;
 10. Obtain funds and make payments to third parties. The signature of either the President or the Treasurer is necessary;
 11. Recommend to the General Assembly the amount of the annual membership dues;
 12. Meet each month or as the board deems necessary. The President shall determine the time and date of the meetings and arrange a special meeting if it is requested by at least two members of the Board;
 13. Fill vacancies on the board. After using the two elected reserved members, if there vacancies on the Board, these vacancies may be filled by the members who are approved by the Board of Directors;
 14. In a non-election year, at an annual assembly meeting, the boards shall provide for the election of the Election committee that shall consist of three candidates and two reserves; and
 15. Provide resources/tools that will be required by the Election Committee to perform its duties as outlined in Section 4.6 of these Bylaws.
- b. **Responsibilities of the Board of Directors:** The responsibilities of the Board of Directors are as follows:
1. To govern the Association with respect to the articles of these Bylaws;
 2. To prepare the activity reports for General Assembly and to organize the General Assembly meetings;
 3. When possible, to meet once a month; A majority of the incumbent directors shall constitute a Quorum at the board meetings. The Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board. Directors may also attend meetings by teleconference; and

4. To maintain the following records:
 - a. Registration of all members
 - b. Accounting books
 - c. Minutes for all proceedings
 - d. Inventory books
 - e. Files of all correspondence and activity reports
 - f. Any other document required by the Bylaws or Laws of Florida.
- c. **Removal of Members from the Board of Directors:** A member of the Board of Directors may be removed from office according to:
 1. The requirements of Article 7; or
 2. If any member of the Board of Directors misses three consecutive meetings without prior consent and/or a valid reason approved by the Board.
- d. **Confidentiality of Meeting Minutes:** The minutes of meetings of the Board of Directors shall not be available to the public but shall be available to the members of the Association in accordance with the Laws of Florida.
- e. **Executive Committee:** The President shall appoint the Vice President, which is subject to Board confirmation. The following officers of the Executive Committee shall be elected by the Board of Directors. The elected board shall serve a two year term. The President shall serve no more than one consecutive term, but shall continue to serve on the Board in the following term.

One President
One Vice President (shall be appointed by the elected President)
One Treasurer
One Secretary
One Corresponding Secretary
- f. **Standing Committees:** The following committees are the Standing Committees named by this Bylaw to function throughout the year depending on the purpose of the Association:

Festival – The Chairperson of the Festival Committee shall be the President.
Membership
Fund-raising
Budget and finance
Program
Social, hospitality and Public Relations
International affairs
Culture, Art, and Education
Business Assistance and Support Committee
- g. **Special Committees:** Special Committees are appointed or elected at a board meeting following a motion to perform some special tasks. The functions of these committees will cease when they complete their assigned duties.
- h. **Committee Structure:** Each committee will consist of a Chairperson who is appointed by the president or by the Board of Directors. The chairpersons may appoint as many helpers as needed to perform assigned duties. At least one board member shall serve on each committee.

3.4. **Duties of the officers:**

- a. **Duties of the President:** The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order. He or She will serve as Chair of the Festival Committee.
- b. **Vice President:** The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board. The Vice President shall serve as co-Chair of the Festival Committee.
- c. **Secretary :** The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.
- e. **Treasurer:** The Treasurer will have charge and custody of all funds of this Corporation, will oversee and supervise the financial business of the corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Information, or by these bylaws or which may be assigned from time to time by the Board of Directors.

ARTICLE 4 Elections

The Board of Directors, the Audit Committee members, and the Ethics Council members shall be elected by the General Assembly for two-year term. Election shall be held in December. Members who paid their dues by October 31 shall be eligible to vote for the election. Voting will be by the majority vote by secret ballot. Each candidate will be ranked in the order of the votes he or she receives. The new Board shall commence its duties on election day.

- 4.1. **Board of Directors:** The twelve (12) members of the 13 member Board will be elected by the Assembly. The former president who had served in the previous term shall serve on the Board as its thirteenth member for a two-year term. Twelve (12) individuals with the highest votes will be elected. The two (2) candidates who received the next highest votes at the election will become reserves to fill any vacancies on the Board of Directors. The Board of Directors shall elect from among themselves, the President, the Treasurer, and the Secretary. Upon election of the President, the President shall appoint the Vice President from the elected Board of Directors. Appointment of the Vice President shall be confirmed by the Board of Directors with majority vote.
- 4.2. **Vacancies:** Resignations of directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancies on the Board of Directors shall be filled first by the two reserved members of the board in the order of the votes received at the election. After using the two elected reserved members, any vacancies thereafter shall be filled by a majority vote of the remaining Directors, through less than a quorum, and such director so appointed shall serve for the remainder of the term of the directorship so vacated.
- 4.3. **Audit Committee:** The three candidates who are elected to form the Audit Committee shall elect, from among themselves, a Chairperson to conduct their meetings, to monitor the financial records of the Association, and to fulfill its responsibility as outlined in Article 5.

- 4.4. **Ethics Council:** The three candidates who are elected to form the Ethics Council shall elect, from among themselves, a Chairperson to conduct their meetings and to fulfill the responsibilities as outlined in Article 6.
- 4.5. **Duties of the Election Committee:**
- a. Notify the members in good standing of the upcoming election of the Board of Directors by mail or by any other approved method by October 31. The notification shall include a blank nomination form for nominating members for the Board of Directors, Audit Committee and Ethics Council, and the name of all active members of the association.
 - b. Review and provide list of nominees to the Board by November 30. The nominees shall be a member in good standing and have accepted the nomination.
 - c. Prepare the necessary documents related to the election.
 - d. On the day of the election:
 1. Check the list of the active members and picture identification before the election.
 2. Call for nomination from the floor.
 3. Provide blank ballots to the members who are present and eligible to vote.
 4. Collect completed ballots from each member present.
 5. Count votes.
 6. Provide vote count to the chairperson of the meeting.
- 4.6. **Voting:** Each member is entitled to cast one vote. Those who are registered as family members are entitled to one vote for each spouse. Both spouses must be present to cast their own individual votes. Any member who is registered as individual members shall only cast one vote for him or herself. There shall be no absentee voting, proxy voting, or voting by mail allowed.
- a. **Eligibility to Vote:** Subject to the provision of the Florida Non-Profit Public Benefit corporation law, members entitled to vote at any meeting of members shall be Active Members in good standing as of the record date determined by the following sections of the Bylaws referring to the record date for determining notice and members of record.
 - b. **Manners of Casting Votes:** Voting may be by show hands or ballot, except that any election of Board of Directors must be by ballot.

ARTICLE 5 Audit Committee

- 5.1. **Responsibilities:** Audit Committee is responsible for the monitoring of the financial records of the Association. It is composed of a chairperson and two members; all elected by the General Assembly for two year term. Voting will be by ballot or by show-hand, which will be decided by the presiding chairperson of the election meeting.
- 5.2. **Duties of the Audit Committee:** To monitor the financial records of the Association and submit an Audit Committee report to the regular meeting of the General Assembly.

ARTICLE 6 Ethics Council

- 6.1. **Responsibilities:** The Ethics Council is the body that examines and makes recommendations to the Board of Directors with respect to complaints about the membership qualifications and expulsion from membership. As well, if requested, it may act as the mediator in disputes involving members.
- 6.2. **Duties of the Ethics Council:** The Ethics Council is composed of a chairperson and two members; all elected by the General Assembly for two-year term. Voting will be by ballot or show-hand, which will be decided by the presiding chairperson of the Assembly.

ARTICLE 7

Removal of a Member from the Office of the Association

Complaints against the members of the Board of Directors, Audit Committee, Ethics Council, and requests for their removal from office may be brought forward at a regular or special meeting of the General Assembly. The General Assembly either may decide to take no action or may decide to refer the matter to a Special Committee for investigation. The decision or recommendation(s) of the Special Committee will take effect immediately upon approval by the General Assembly.

ARTICLE 8

Enacting, Revoking, or Amending of the Bylaws

The enacting, revoking, or amending of the Bylaws may be made only by the General Assembly with majority of the present members voting in the affirmative.

ARTICLE 9

Dissolution of the Association

The decision to dissolve the Association may be taken only at a Special Meeting of the General Assembly called by the Board of Directors of the Association. The resolution for dissolution must be included in the notice of the meeting and must be circulated to the members at least thirty days in advance of the meeting date. For its adoption, the motion to dissolve the Association requires the affirmative vote of three-quarters of members of the Association. The fate of the remaining assets, after payment of its liabilities shall be decided by the General Assembly in accordance with the laws of the state of Florida.

ARTICLE 10

Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director of Office (or such heirs, executors or administrators) may be entitled apart from this Article.

Attachments:

Appendix I – Detail duties of the officers of Executive Board

Effective date: October 22, 2006

Board of Directors: Sermin Unsal, President; Dr. Ekrem Dimbiloglu, Vice President; Yesim Izler, Treasurer; Biray Yersu, Secretary; Tuna Gayus, Director; Hakan Kirkan, Director; Pinar Tabakci, Director; Kemal Kocak, Director; Dr. Vural Uluer, Director; Dr. Sezai Olgac, Director; Erhan Sakaoglu, Director; Ismail Ercan, Past President

DUTIES OF THE OFFICERS OF THE EXECUTIVE BOARD

Duties of the President:

The President is the chief officer of the Association. He/She shall have the general and active management of the Association. He/She shall see that all orders and resolutions of the Board of Directors are carried out.

To preside and maintain order.

To explain and decide all questions of order.

To announce all business.

To be informed on communications.

To entertain only one main motion at a time and state all motions properly.

To permit none to debate motions before they are seconded and stated: to encourage debate and assign the floor to those properly entitled to it (no member may speak twice on the same question if there are others who wish to claim the floor).

To put all motions to vote and give result; to decide a tie vote or not to vote at all; to abstain from voting, if wiser.

To refrain from discussing a motion when presiding.

To be absolutely fair and impartial.

To extend every courtesy to the opponent of a motion even though the motion is one that the presiding officer favors.

To show appreciation to officers and chairpersons of committees for devoted services.

To perform such other duties as are prescribed in this Bylaws.

To chair the Festival Committee.

Vice President:

The Vice President acts on behalf of the President when authorized to do by the President or in the absence of the president and Co-chairs the Festival Committee.

Duties of Treasurer:

To receive and bank all moneys due the organization.

To keep bookkeeping records of such funds.

To pay wherever possible by checks.

To pay bills from officers and committee members only when clearly authorized by the board and receipts for the expenditures are attached.

To disburse all moneys as the Executive Committee may direct.

To give a statement of finances at monthly board meetings or as often as required.

To prepare the financial reports quarterly to the membership in FTAA Newsletter.

To prepare a complete financial report, which has been audited, at annual meeting (An auditing committee's written report should be presented following the treasurer's report at the annual assembly meetings).

Secretary:

To keep minutes of the meetings.

To take the roll call and mark the absentees at board meetings.

To read minutes of previous meeting (preferably standing) to read important correspondence (or give the gist of it), if there is only one secretary.

To record the proceedings (what is done), not the debate (what is said).

To record the name of the member who introduced a motion (It is not necessary to record the seconder).

To notify the committees of their appointments and business.

To take charge of all documents belonging to organization when requested.

To sign official documents of the society when requested.

To call a meeting to order, in the absence of the president or a vice-president, and to preside until the election of a chairperson pro tem, which should take place immediately.

To notify the members who have not paid their dues.

Corresponding Secretary:

To have a list of all officers, board members, and general membership.

To notify all members of meetings.

To conduct correspondence as directed.

To read important correspondence or gist of it at meetings.

To keep the record of all dues-paying members.

To prepare the bills for payment.

To make provision for collection of dues at meetings.

To turn over all collected money to the treasurer, giving an accurate record to the treasurer and keeping a duplicate for himself/herself. This should be signed by the treasurer as having received such money. These records are to be kept by both for auditing purpose.

To report on status of paid-up membership at regular intervals.