

FLORIDATURKISH AMERICAN ASSOCIATION (FTAA) 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** With the permission of the FTAA, FTAA principle office shall be Florida Turkish Center (Florida Turk Evi) located at 3020 NE 32nd Ave. No: 123, Fort Lauderdale FL 33308

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 for 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 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 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 fundraising 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 a member of the Association shall apply directly to the Board of Directors by filing in the prescribed form. The Association does and will not discriminate to 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 membership within a reasonable time from the date of submittal. If the Board or 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. If the member's application is still not approved, membership fees that he/she paid shall be refunded.

2.3. **Members in Good Standing:** The amount of the dues shall be decided by a majority vote of the Board of Directors whenever they deem necessary. The annual membership period shall be from January 1st thru December 31st. Membership dues paid during a calendar year shall be applied to the current calendar year in which the payment is made, unless the member specifically asks for it to be applied to a year other than the current calendar year. Only the individuals who have paid the required membership dues by December 31st of the current calendar year or any other fees or assessments in accordance with the FTAA Bylaws shall be considered Members in Good Standing. Any member may attend General Assembly meetings as long as he/she pays his/her dues on or before the day the General Assembly meetings are held but the member shall not be eligible to vote on any association matters brought to the floor including the elections during the General Assembly meetings unless the member pays his/her membership dues by December 31st of the previous year the General Assembly meeting is held. Those members who are eligible to vote during the General Assembly meetings including the meeting the elections are held shall be identified with special name tags when they enter the meeting hall.

2.4. **Resignation:** Any paid member can resign from membership by giving a written notice to the secretary of the Board of Directors. Membership fees shall not be refunded.

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 one vote. A family memsahib is entitled to two, one votes for each spouse. An individual member is entitled 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 assembly 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 of an individual 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. The expelled member's membership member shall be refunded.

ARTICLE 3

Administration

3.1. 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 this 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 Election Committee that shall consist of three (3) members and two (2) reserves in a non-election year at an Assembly Meeting.

b. **Meetings:** Ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any General Assembly meeting. (In the Board of Directors meetings more than fifty percent (50%) of the Board Members shall constitute a quorum). 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 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 can not 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 be terminated when the meeting is ended.

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 members of the Association 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 Board of Directors consists of 9 board members. The eight (8) members of the 9 member Board are elected by the membership at an election meeting. The former president who had served in the previous term shall serve on the Board as its ninth member for a two-year term. The members of the Board are given responsibility for transacting the business between meetings. The Board of Directors elects, 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 She or He has 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 quorum at a board meeting is defined as the majority of the Board of Directors. A board member may not represent another board member or vote in behalf of other board members during the meetings of the Board of Directors.

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 the 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 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; and
13. Fill vacancies on the board. After using the two elected reserved members, if there exists vacancies on the Board, these vacancies may be filled by the members who are selected and approved by the Board of Directors.
14. Provide resources/tools that will be required by 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; or
 - 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 be nominated and serve no more than one consecutive term, and 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 these Bylaws to function throughout the year depending on the purpose of the Association:

Membership Committee
 Fund-raising Committee
 Budget and finance Committee
 Business Assistance and Support Committee
 By-Laws Committee
 Ataturk School Committee
 Festival Committee
 Sport Committee
 Public Relation Committee
 Welcoming/ Appreciation Committee
 Turkish Center Activity 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.

i. **County Representatives :** Board of Directors may appoint representatives for Palm Beach, Broward or Miami-Dade counties in South Florida by majority vote of the Board of Directors. The County Representatives positions shall be automatically vacated on the day of the elections of the new Board of Directors until new County Representatives are appointed by the newly elected Board of Directors. County representatives may participate in all board meetings, may make motions, may participate in the discussion of the motion, however they may not participate in the final voting on the outcome of the motions.

j. **Backup Representatives:** If a board member can not attend a board meeting or meetings, the board member may recommend a person (Backup Representative) to represent the board member at the board meetings provided that the Backup Representative is approved by majority vote of the Board of Directors in advance. An approved Backup Representative may represent a board member in board meetings if and only if the board member represented by the Backup Representative is absent at the board meeting. The Board of Directors may decline to approve a Backup Representative without giving a cause. Once approved by the Board of Directors, Backup Representatives shall have the same privileges and responsibilities as the elected members of the Board of Directors. All rules and regulations in the bylaws applicable to elected board members shall also apply to Backup Representatives. A board member may relieve his/her Backup Representative from his/her Backup Representative position at any time without giving any cause. The Board of Directors, by a majority vote, may remove him/her from the Board at any time without giving a cause. The Backup Representatives positions, if any, shall be automatically vacated on the day of the elections of the new Board of Directors.

k. **FTAA Board of Directors e-mail Group:** FTAA Board of Directors may setup an e-mail group consisted with the e-mail addresses of the board members. FTAA Board of Directors may use the e-mail group for communication within the board members as well as making board decisions by following the Robert's Rules of Order (with the exceptions listed in these Bylaws). The chair for the e-mail group shall be the President. Time to time, the President may delegate this duty to another board member. A quorum shall be considered to be present in the e-mail group at all times. Any member of the Board of Directors may make a motion and ask for its adaption. A motion that is put to vote by the chair shall be considered adopted as soon as the majority votes in favor of the motion and the members who have not voted yet shall be considered to be absent from the vote. Any motion that is not adapted within 10 days of putting the motion for a vote shall be considered to be lost.

l. **Streamlined Voting:** If the streamlined method (that starts with "Without objection..." or "Itiraz eden yoksa...") is used during a voting in the Board of Directors e-mail group, the Board members shall have 3 days to raise their objections. Minimum of 3 objections are needed to block a motion from becoming adapted at the end of the 3rd day. Minimum of 3 Board Members need to object to block a motion from becoming adapted at the end of the 3rd day. After receiving 3 objections, the motion put to vote shall be considered to be lost.

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.

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

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. d. **Treasurer:** The Treasurer will have the 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.

e. **Committee members:** All the committee chairperson(s) shall be appointed by the President and approved by the Board of Directors. Committee chairpersons shall be responsible for selecting committee members. Chairpersons and members are expected to participate in Board meetings if the agenda includes items that relate to that committee. Committee chairperson (s) and members may participate in the discussions that relate to their committees' work but they cannot make motions and or participate in final voting on the outcome of the motions.

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. 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 the election day. For election related dates, refer to the section "Duties of the Election Committee"

4.1 Board of Directors: Eight (8) members of the 9 member Board will be elected by the Assembly. The former president who served in the previous term shall serve on the board as its thirteen member for a two-year term. Eight (8) individuals with the highest votes will be selected. The Board of Directors shall elect from among themselves, the President, the Treasurer, and the Secretary shall be named. Upon election of the President, the President shall appoint the Vice President from the elected Board of Directors Appointment of the Vice President is subject to Board confirmation. The president may serve two consecutive terms, if elected.

4.2 Audit Committee: The three candidates who were 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, to fulfill its responsibility as outlined in Article 5.

4.3 Ethics Council: The three candidates who were elected to form the Ethics Council shall elect, from among themselves, a Chairperson to conduct their meetings to fulfill its responsibility as outlined in Article.6.

4.4 Duties of the Nominating and Election Committee

a. Notify the members in good standing of the upcoming election of the Board of Directors, Audit Committee members and Ethics Council members by mail or other means date by December 31, prior to the election year, about the election date, set by the existing Board of Directors. The notification shall include a blank nomination form for the Board of Directors, Audit Committee and Ethics Council nominees. Also, notify the chairperson of the Election Committee no later than January 15 of the election year.

b. Review and provide list of nominees to the Board by January 15 of the election year. The **nominees** shall be members in good standing and have accepted the nomination.

c. Election notice shall be mailed no later than January 31. Election will be held in the month of February.

d. Prepare the necessary documents related to the election

e. On the day of the election:

1. Check the list of the active members and picture identification before the election.
2. Accepting nomination from the floor is not applicable.
3. Provide blank ballots to the members who are present.
4. Collect completed ballots from each member present.
5. Count votes.
6. Provide vote count to the chairperson of the meeting.

4.5 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 member shall only cast one vote for him or herself. Proxy voting, or voting by mail is allowed. There shall be no absentee voting 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 the 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 may either 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 (30) 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 of administrators) may be entitled apart from this Article.

Attachments:

Appendix I – Detailed duties of the officers of Executive Board

a.) 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

b.) Vice President:

The Vice President acts on behalf of the President when authorized to do by the President or in the absence of president.

c.) Duties of Recording Secretary

To keep minutes of the meeting

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 (at least twice) who have not paid their dues

d.) Duties of 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

e.) 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