

**FIRST AMENDED AND RESTATED BYLAWS**

**OF**

**TURANT - TURKISH AMERICAN ASSOCIATION OF NORTH TEXAS, INC.**

**ARTICLE I - NAME, PURPOSE AND OFFICES**

Section 1. Name. The name of this corporation is TURANT - Turkish American Association of North Texas, Inc. (herein after referred to as the Corporation).

Section 2. Purpose. The Corporation is organized and will be operated exclusively for the purpose of increasing, improving and promoting public knowledge and understanding of the Turkish culture, history and people; to foster friendship and communication among the Turkish American Communities to promote the exchange of the arts, culture, music and cuisine of the U.S. and Turkey; to provide humanitarian assistance; and educate and inform the members of the Corporation and the general public. The Corporation is a non-profit public benefit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States Internal Revenue Law), and as stipulated in Article IV of the Articles of Incorporation.

Section 3. Offices. The Corporation may have, in addition to its registered office, offices at such places, as the Board of Directors may from time to time determine and as the activities of the Corporation may require.

**ARTICLE II - MEMBERS**

Section 1. Eligible Member. Any Texas resident, regardless of race, color, national origin, religion, ancestry, gender, sexual orientation or age is eligible for Individual, Student or Family Membership.

Section 2. Membership Dues. Annual dues for each class of Membership shall be proposed and approved by the Board of Directors. For existing members, Membership dues for the current year are due and payable on December 1 of the previous year, and no later than January 1 of the current year. For new members, Membership dues are due and payable along with the membership application.

Section 3. Members. Applicants may become an Active Member thirty (30) days after the submission of an application and payment of the Membership dues. The Membership term shall begin on January 1 (or upon receipt of an approved application and Membership dues) and end on December 31 of each year. Nonpayment of Membership dues by January 1 shall

render any Active Member inactive until dues are paid. Active Members over the age of eighteen (18) shall have the right to attend and participate in general meetings; to vote in TURANT elections and referenda; to serve on activity committees as delegates or alternates when so designated by the Board of Directors; to hold office on the Board of Directors; to receive the official TURANT newsletter and email correspondence; and to enjoy all other rights, privileges, discounts and duties ordinarily granted members as set forth in these Bylaws or by the Board of Directors.

Section 4. Student Members. Student Members shall consist of all Active Members who are currently engaged in the pursuit of higher education on a full-time basis, and are eighteen (18) years or older. The Board of Directors shall set the dues for Student Members. Student Members shall have the same rights as Active Members and may enjoy special discounts and promotions granted only to Student Members. Student Members must present a valid Student ID to receive such special discounts and promotions.

Section 5. Honorary Members. Active Members may elect to bestow Honorary Membership to one or more persons who are recognized for their outstanding contributions to TURANT and who are considered to be assets for the Corporation because of social standing or their accomplishments in the community. The Honorary Members shall not pay any dues and shall have the same rights as Active Members with the exception of voting rights. The title shall be conferred for life and shall carry with it none of the obligations of Active Membership. Honorary Members must be nominated by at least ten (10) Active Members and are elected at the Annual Meeting of the Active Members.

Section 6. Family Membership. Applicants eligible for Family Membership consist of families with at least two individuals who are eighteen (18) years or older. Individuals must be related to each other and residing in the same dwelling. Dues per family shall be greater than the individual Active Member fee and set by the Board of Directors. Family Membership entitles two (2) adults to the same voting rights as Active Members.

Section 7. Nonresident Membership. Any person who is not a Texas resident may become a Nonresident Member upon submission of an application and payment of the Membership dues. Nonresident Members shall have the same rights as Active Members with the exception of voting rights. If approved by the Board of Directors, a Nonresident Member may represent TURANT when necessary at the out of state meetings.

Section. 8. Loss of Membership. The Board of Directors may suspend or revoke any Membership, except Honorary Membership, for cause. Loss of Membership shall take effect upon approval by two-thirds (2/3) vote of the Board of Directors. An Honorary Membership may be suspended or revoked for cause at any Annual or Special Meeting by a two-thirds (2/3) vote of the Active Members present and with voting rights. The loss of any Membership shall take effect immediately after the vote.

### ARTICLE III - BOARD OF DIRECTORS

Section 1. Power and Duties. The activities, property (including email lists and other intangible assets) and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation or by these Bylaws.

Section 2. Number and Qualifications. The Board of Directors shall consist of up to nine (9) Directors which number may be increased or decreased from time to time at the Annual Meeting of the Active Members; provided, that at no time shall the number of Directors be less than five (5). At the time of nomination, each Director must be a resident of Texas and an Active Member of the Corporation for at least one (1) year.

Section 3. Nominations. A Nominating Committee, appointed in accordance with the provisions of Article VI, shall solicit nominations from Active Members and prepare a slate for election of the new Directors of the Corporation. The Nominating Committee shall present its slate to the Board of Directors not less than twenty (20) days prior to the date of the Annual Meeting. The Secretary shall deliver the slate to each Active Member along with the notice for the Annual Meeting. Active Members can also make nominations from the floor at the Annual Meeting.

Section 4. Elections and Term of Office. The Board of Directors shall serve a one (1) year term or until their successors shall be appointed or elected.

So far as is practical, all Directors shall be elected by secret ballot by the Active Members present and with voting rights at the Annual Meeting. If there is only one candidate for an office, a majority of the Active Members present and with voting rights may agree to dispense with the secret ballot process. The nominee with the highest number of votes cast shall be elected and shall immediately assume the duties of the office to which they were elected.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, removal from office of any Director or as the result of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors at any meeting thereof. Any Director elected or appointed to fill a vacancy shall hold any office for any unexpired term or for the term set by the other Directors or until his or her death, resignation, retirement, disqualification or removal from office.

Section 6. Removal of Directors. Any Director may be removed, either for or without cause at any Annual Meeting or special meetings of the Active Members by the affirmative vote of a majority of the Active Members present and with voting rights if written notice of the intention to act upon such matter shall have been given in the notice of such meeting.

Notwithstanding the foregoing, any Director who misses three (3) consecutive meetings or a total of four (4) regular meetings during the calendar year, unless such absence is excused by the Board of Directors, may be removed as of the immediate subsequent board meeting until and unless the Board of Directors reinstates such director.

Section 7. Directors' Compensation. No Director shall receive compensation for his or her services as a Director or as a member of a standing or special committee of the Board of Directors. No dividends shall be paid and no part of the income of the Corporation shall be distributed to its Directors. No loans or grants shall be made by the Corporation to its Directors. Nothing herein contained shall be construed to preclude any Director from receiving reimbursement for expenses incurred on behalf of the Corporation in accordance with Section 8 of this Article III.

Section 8. Reimbursable Expenses. The Directors, Active Members or delegates of the Corporation may from time to time participate in meetings, conferences and other activities representing the Corporation. Travel, meals and other expenses associated with such activities may be reimbursed by the Corporation at the discretion of the Board of Directors.

Section 9. Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such on any document.

Section 10. Notice of Meetings. Regular or special meetings of the Board of Directors may be called by the President or any three (3) Directors. Notice of regular meetings shall be given by the President or any three (3) Directors at least three (3) days prior to the meeting. Notice of special meetings shall be given by the President or any three (3) Directors at any time.

Section 11. Meeting by Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee established in accordance with the provisions of Article VI may, unless otherwise restricted by law, the Articles of Incorporation, or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participants). Participation in a meeting pursuant to this Section 11 of Article III will constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose

of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 12. Quorum and Manner of Acting. At all meetings of the Board of Directors, the presence of three (3) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number, shall be requisite to constitute the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally convened.

#### ARTICLE IV - MEETINGS OF THE ACTIVE MEMBERS

Section 1. Time and Place of Meetings. Meetings shall be held at such place, within the State of Texas, as may from time to time be fixed or as shall be specified in the respective notices thereof. The Board of Directors sets the time and place of meetings.

Section 2. Annual Meetings. An Annual Meeting of the Active Members shall be held during the month of January of each year, at which the Active Members present and with voting rights shall elect the Board of Directors, and transact any and all other business as may properly come before the meeting. Written notice stating the place, day and hour of the Annual Meeting of the Active Members shall be delivered not less than fifteen (15) days before the date of such meeting by the Secretary, to each Active Member. The notice should also include the Nominating Committee's slate for the election of new Directors in accordance with the provisions of Article III.

Section 3. Special Meetings. A special meeting of the Active Members may be called by two-thirds (2/3) vote of the Board of Directors, or majority vote of all Active Members with voting rights. Notice of such special meeting shall be given by the Secretary to each Active Member not less than ten (10) days before the date of such meeting. The notice shall set forth the time, place and the purpose or purposes of such meeting. No other business than that set forth in the notice shall be transacted at a special meeting.

Section 4. Voting by Proxy. A written statement of proxy, signed by an Active Member with voting rights, designating one other Active Member to vote on his/her behalf shall constitute a valid proxy vote. An Active Member cannot represent more than six (6) additional Active Members by proxy. Attendance of an Active Member at any meeting either in person or by proxy shall constitute a presence at such meeting.

Section 5. Voting by Family Members. Each Family Member entitled to vote must either be present at the meeting, or sign a statement of proxy to cast a vote.

Section 6. Quorum. A quorum shall be the majority of Active Members present and with voting rights. If such a quorum cannot be established, a second meeting shall be called fifteen (15) minutes later, at which time twenty five (25) Active Members present and with voting rights shall constitute a quorum.

Section 7. Adoption of Motions. Any legitimate motion requires for its adoption a majority vote of the Active Members with voting rights present at the meeting.

## ARTICLE V – NOTICES

Section 1. Manner of Giving Notice. Whenever, under the provisions of the Texas Non-Profit Corporation Act or other applicable law or of the Articles of Incorporation or by these Bylaws, notice is required to be given to any Director or Member of the Corporation, and no provision is made as to how such notice will be given, it will not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail or other form of electronic communication, or by mail, postage prepaid, addressed to such Director or Member at his address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail will be deemed to be delivered at the time when the notice is deposited in the United States mails. Any notice required or permitted to be given by facsimile transmission or electronic mail or other form of electronic communication will be deemed to be given upon successful transmission of such facsimile or electronic mail or other form of electronic communication. Unless specifically required by law or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted nor the purpose of any annual, regular, or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting.

## ARTICLE VI - ADVISORY BOARD AND COMMITTEES

Section 1. Advisory Board. The Board of Directors may designate Active, Honorary Student, Family or Nonresident Members to serve on the Advisory Board. The Advisory Board may make recommendations to the Board of Directors on issues related to governance, ethics, conflicts, financial management and other issues. The executive powers of the Corporation rest in the Board of Directors. The Advisory Board shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans and programs therefore approved, authorized and adopted by the Board of Directors.

Section 2. Nominating Committee. A Nominating Committee consisting of three (3) Active Members will be appointed by the Board of Directors at least forty five (45) days prior to the date of the Annual Meeting. The Nominating Committee shall prepare the slate for the election of new Directors of the Corporation to be presented at the Annual Meeting. No member of the Nominating Committee shall be nominated to serve on the Board of Directors.

Section 3. Special Committees. The President may designate three (3) or more persons to constitute a special committee for any purpose, provided that such committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans and programs therefore approved, authorized and adopted by the Board of Directors.

Section 4. Term of Office. Each member of a committee or Advisory Board shall continue as such until the next Annual Meeting of the Active Members, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairperson. One member of each committee shall be appointed chairperson by the President.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE VII - OFFICERS OF THE CORPORATION

Section 1. Elected Officers. The elected officers of the Corporation shall be the President, one (1) or two (2) Vice-Presidents, as may be determined from time to time at the Annual Meeting, Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of Article III. All elected officers must be members of the Board of Directors. An elected officer may not serve in the same office capacity for more than two (2) consecutive terms.

Section 2. President. The President shall have general supervision of the activities and affairs of the Corporation. He or she shall preside when present at meetings of the Active

Members and Board of Directors. The President shall have general authority upon approval by a majority of the Board of Directors to execute contracts in the name of the Corporation, and, in general, to exercise all the powers usually pertaining to the office of the president of a non-profit corporation, except as otherwise determined by the Board of Directors.

Section 3. Vice Presidents. Each Vice President shall generally assist the President and shall exercise such powers and perform such duties and services as shall from time to time be prescribed or delegated to him or her by the President or the Board of Directors.

Section 4. Secretary. The Secretary shall see that notice is given of all regular and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board of Directors. The Secretary shall have charge of the corporate seal and have authority to attest any and all instruments of writing to which the same may be affixed. He or she shall generally perform all duties usually pertaining to the office of secretary of a non-profit corporation.

Section 5. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have authority for all matters pertaining to the accounts and finances of the Corporation as established by the Board of Directors. The Treasurer shall generally perform all duties usually pertaining to the office of treasurer of a non-profit corporation. The Treasurer shall be bonded in such amount and with such securities as may be approved by the Board of Directors.

Section 6. Additional Powers and Duties. In addition to the foregoing especially enumerated duties, services and powers, the several elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned to them by any competent superior officer of the Corporation.

Section 7. Spokesperson. Any public statements on behalf of the Board of Directors shall be made only by or at the direction of the President.

Section 8. Contract Powers. The Board of Directors may contract with other persons and agencies, both public and private, in accordance with policy for the rendering of services or for programs of mutual action furtherance of the Corporation's purposes, programs and activities.

## ARTICLE VIII - MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 2. Seal. The Corporation's seal shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof to be impressed, affixed, imprinted or in any manner reproduced.

Section 3. Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents and in such manner, as from time to time may be prescribed by resolution of the Board of Directors.

Section 4. Robert's Rules of Order. The rules contained in the Robert's Rules of Order Newly Revised (RONR) edition shall guide the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE IX - DISSOLUTION

Section 1. Procedure. Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment and satisfaction of all liabilities and obligations of the Corporation, distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable or educational purposes and which qualify as exempt organizations under Section 501(c)(3) of the Code as the Directors shall determine and pursuant to a plan of distribution adopted as provided by the Texas Non-Profit Corporation Act.

## ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Indemnification. The Corporation shall indemnify and defend any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, including any appeal, whether civil, criminal, administrative, arbitrative, or investigative, because of the fact that the person is or was a Director or an officer of the Corporation, or a member of the Corporation's Advisory Board or Nominating Committee, to the fullest extent permitted under the Act or other applicable law, as now existing or as may be amended. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article X to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

ARTICLE XI - AMENDMENTS

These Bylaws may be altered, amended or repealed, or new bylaws may be adopted by the affirmative vote of a majority of all Active Members with voting rights (i) through a mail ballot administered by the Board of Directors, or (ii) at any Annual or Special Meeting of Active Members provided that notice of such proposed alteration, amendment, repeal or adoption is contained in the notice of such meeting.

ARTICLE XII – EFFECTIVE DATE

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption in accordance with the provisions of Article XI.

*YES, I HAVE READ AND APPROVE*

*NO, I HAVE READ BUT DO NOT APPROVE*

**NAME...** \_\_\_\_\_

**SPOUSE:.....** \_\_\_\_\_

**ADDRESS:** \_\_\_\_\_

\_\_\_\_\_

**DATE:** \_\_\_\_\_

**MEMBERSHIP CATEGORY:.....**Family\_\_\_\_Single:\_\_\_\_Student:\_\_\_\_

**SIGNATURE:** \_\_\_\_\_