

E  
C  
M  
A  
A

# ETHIOPIAN COMMUNITY MUTUAL ASSISTANCE ASSOCIATION, Inc.

37 Union Square West, 5th Fl., New York, N.Y. 10003 (212)627-8358

## BYLAWS

Revised August 5, 1988

... a not-for-profit, tax exempt, non-political, non-sectarian agency.

B Y L A W S  
OF  
ETHIOPIAN COMMUNITY MUTUAL ASSISTANCE ASSOCIATION (ECMAA)

ARTICLE I  
NAME AND LOCATION

Section 1. Name

The name of this Association shall be Ethiopian Community Mutual Assistance Association (ECMAA), a not-for-profit and tax exempt corporation organized and existing by virtue of the laws of the State of New York.

Section 2. Location

The activities of the Corporation shall be conducted principally within the city and State of New York, but shall not be limited to such location and may be conducted throughout the United States, its territories and possessions, and the rest of the world, as determined by the Board of Trustees.

ARTICLE II  
PURPOSE AND SECTION 501(C)3 TAX EXEMPTION

Section 1. Purpose

The purpose of ECMAA shall be:

(a) To establish and maintain centers in New York City for the reception of all Ethiopians, and for assisting such persons in adapting to life in the United States, and for sponsoring and hosting activities and programs for the benefit of Ethiopians and others.

(b) To provide charitable assistance and services for Ethiopians and the general public in case of need and generally to advance the economic and social wellbeing of our community.

(c) To provide assistance and increasingly develop the organizational capacity to resolve the immediate and long range problems facing Ethiopians in the United States.

(d) To further identify needs and expand our assistance programs in the areas of immigration, civil rights, health, and welfare.

(e) To preserve Ethiopian culture in order to both nurture our national and historical identity and to promote understanding with the community at large.

(f) To develop and strengthen relationships with similar mutual associations and other organizations which can be of assistance to our community.

(g) To strengthen communications among all Ethiopians in accordance with the objectives herein.

## Section 2. 501(c)3 Tax Exemption

(a) In furtherance of the foregoing purposes, the Corporation shall have all general powers enumerated in Section 501(c)3 of the Not-For-Profit Corporation Law of the State of New York together with the power to solicit grants and contributions for any corporate purpose, and the power to exercise such other powers as are now, or as hereafter may be, conferred by law upon a corporation organized for the foregoing purposes, or as are necessary or incidental to the powers so conferred, subject to the limitations imposed by the Certificate of Incorporation or by the laws of the State of New York. The Corporation shall not have the power to carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)3 of the Internal Revenue Code and of the corresponding provision of any future United States Internal Revenue Law.

(b) The Corporation shall not be conducted or operated for profit, and no part of its assets, income or profit shall inure to the benefit of any member or private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes as permitted under Article 5 of the Not-For-Profit Corporation Law of the State of New York. Nor shall any of such assets, income or profit be used for other than the foregoing purposes of the Corporation.

(c) In the event of a liquidation, dissolution, termination or other winding-up of the Corporation, whether voluntary, involuntary, or by operation of law, all of the assets of the Corporation remaining after the payment or discharge of its just debts and liabilities shall be distributed, subject to the approval of a Justice of the Supreme Court of the State of New York, to one or more organizations selected by the Board of Trustees of the Corporation in their discretion, whose purposes are exclusively charitable, scientific, literary or educational and which qualify under Section 501(c)3 of the Internal Revenue Code.

## ARTICLE III

### M E M B E R S H I P

#### Section 1. Membership

The members of the Corporation shall consist of any Ethiopian who agrees to abide by the rules and regulations of the Association.



## Section 2. Rights of Members

Members shall have the right to attend and to vote at all general and spacial meetings of members, to nominate and vote for, or to be, a candidate for the Board of Trustees of the Corporation, to be an officer of the Corporation, to propose candidates for membership in the Corporation, and to receive notices or reports issued by the Corporation. The right of a member to vote and all his right, title, and interest in or to the Corporation shall cease on the termination of his membership.

## Section 3. Resignation of Members

Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Association.

## Section 4. Meetings of Members

(a) Regular meetings of members shall be held at such location in New York to be decided by the Board of Trustees.

(b) Annual meeting of members shall be held for the election of the Board of Trustees (two-year term) and for the transaction of other business.

(c) Special meetings of members, for any purpose or purposes, may be called by the majority of the Board of Trustees, and shall be called by the President at the request made in writing to the Board of Trustees by 30% (thirty percent) of the membership. The notice of any such meeting shall state the purpose thereof, and shall indicate at whose request such a meeting is being called.

(d) Written notice of any regular or special meeting of members, stating the place, date and hour thereof, shall be given personally or by first class mail, not less than ten days before the date of the meeting, to each member.

## Section 5. Voting of Members

(a) At any meeting of members, each member present in person or by proxy appointed by an instrument in writing, subscribed by such member or by his duly authorized attorney and delivered to the Secretary of the meeting shall be entitled to one vote. Any vote for Trustees shall be by ballot, such ballots to be counted, and the count reported, by the Secretary of the meeting.

(b) Trustees shall be elected at a regular annual meeting by a plurality of the votes cast by the members voting at the meeting; any other corporate action to be taken by vote of the members of the Corporation shall be authorized by a relative majority of the votes cast by the members voting at the meeting, except as otherwise required by law.

## Section 6. Quorum

At all meetings of members, a quorum shall constitute 30% (thirty percent) of the first 40 (forty) members and thereafter 10% (ten percent) of the total membership over and above the first 40 (forty), or 100 (one hundred) whichever is less, present and voting in person. When a quorum is once present to begin a meeting, it is not broken by the subsequent absence or removal of members during the meeting. In the absence of a quorum, a majority of the members so present may adjourn from time to time until a quorum is obtained.

## Section 7. Organization of Meetings of Members

The President of the Corporation shall preside at all meetings of members or, in the absence of the President, a chairperson shall be chosen by the Board of Trustees. The Secretary of the Corporation shall act as secretary at all meetings of members or, in the absence of the Secretary, the presiding officer may appoint any member to act as secretary at the meetings.

## Section 8. Removal of Members, Trustees, or Officers

Any member, trustee, or officer may be removed from membership or from office by the affirmative vote of the membership, registered either in person or by proxy, at any regular or special meeting, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purpose. Any such member, trustee, or officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

## Section 9. Dues, Fees, and Assessments

The members may at any annual or special meeting establish and vary dues, fees, and assessments on members. The Board may make rules and regulations as it deems necessary to enforce the collection of dues, fees, and assessments.

# ARTICLE IV

## G O V E R N M E N T

### Section 1. Board of Trustees

ECMAA shall be governed by a Board of Trustees which shall consist of the President, who shall be chairman, two Vice Presidents, a Treasurer, a Secretary, and six other board members, all elected by the membership pursuant to Article V of



the Bylaws. The Executive Director shall be a non-voting member of the Board of Trustees. The Board of Trustees shall be the governing body of ECMAA and shall have general charge, management and control of the affairs, funds, and properties of ECMAA. Subject to the provisions of these Bylaws, the Board shall have authority to take such action in matters of policy and procedures as, in its judgement, will best promote the interests and welfare of ECMAA. It shall have the power to hold meetings, give its advice and consent to the appointment of committees by the President, employ the necessary staff and employees, authorize proper expenditures and take all necessary and proper steps to carry out the purpose of ECMAA.

## Section 2. Executive Director

The Board of Directors shall, whenever it deems such action necessary, appoint or engage the services of an Executive Director who need not be a member of ECMAA or who may be an employee of an organization which provides such services. The Board is empowered to contract for the services of the Executive Director including fee or salary paid, term of employment, scope of activity, etc.. The Executive Director shall be responsible to the President for the proper performance of his duties. The Executive Director shall be discharged by a two-third vote of the Board of Trustees consistent with contractual obligations.

## Section 3. Contracts

The Board of Trustees may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to a specific instance and unless so authorized by the Board of Trustees, no officer agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## Section 4. Compensation

Trustees shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Trustees shall have power in its discretion to contract for and to pay to trustees rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

# ARTICLE V

## ELECTION OF OFFICERS AND DIRECTORS

## Section 1. Election and Term of Office

Election of the Board of Trustees of ECMAA shall occur at the annual meeting of ECMAA. The trustees shall be elected by a plurality of the votes cast by the members voting, for a term of two years and hold office until the next annual meeting of the members or until the election and qualification of their respective successors. It is provided however, that one-half of the trustees shall be elected at each annual meeting. The officers shall be elected from among their number at the first meeting of the Board of Trustees after the annual meeting.

## Section 2. Vacancy

If a vacancy occurs among the Board of Trustees during the term office, such vacancy shall be filled by majority vote of the Board of Trustees. Filling of such vacancy should be done as quickly as possible but not later than 60 days from the date the vacancy is official.

# ARTICLE VI

## DUTIES OF OFFICERS

### Section 1. President

The President shall be Chief Executive Officer and Chairman of the Board of Trustees and shall exercise general supervision over the executive affairs of ECMAA and preside over Board meetings and regular membership meetings. The President shall enforce all rules of ECMAA which have been established by these Bylaws or otherwise approved by the Board of Trustees, and shall appoint all committees, with the advice and consent of the Board of Trustees. The President shall be an ex-officio member of all committees.

### Section 2. Vice Presidents

It shall be the duty of the Vice Presidents to assist the President in the discharge of his duties. In the absence of the President, the First Vice President shall serve in the capacity of President and in the absence of the President and the First Vice President, the Second Vice President shall perform the duties of the President.

### Section 3. Secretary

The secretary may sign with the President or Vice Presidents or Treasurer, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Trustees, and when so authorized or ordered by the Board of Trustees, he may affix the seal of the Corporation. In the absence of an Executive Director, the Secretary shall take Board minutes and shall have charge of such books, documents, and papers as the Board of Trustees may determine and shall have the



custody of the corporate seal.

#### Section 4. Treasurer

The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Trustees may require. When necessary or proper he may endorse on behalf of the corporation for collection of checks, notes, and other obligations and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Trustees may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Trustees, he shall sign all checks of the Corporation and bills of exchange and promisory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Trustees or by these Bylaws to some other officer or agent of the Corporation. He shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He shall enter regularly on the books of the Corporation to be kept by him for the purpose of full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Corporation, and he shall exhibit such books at all reasonable times to any trustee or member on application at the offices of the Corporation. He shall, in general, perform all the duties incident to the office of the treasurer, subject to the control of the Board of Trustees.

#### Section 5. Executive Director

The Executive Director shall attend all regular meetings of ECMAA; shall keep the minutes of all meetings of the Board of Trustees; shall record all actions taken at any meeting of ECMAA; shall have charge of the office, books, papers, and other property of ECMAA and perform such other contractual duties as may properly belong to the office, or as may be required in these Bylaws, by the President or the Board of Trustees.

### ARTICLE VII

#### MEETINGS OF THE BOARD OF TRUSTEES

##### Section 1. Meetings

The Board of Trustees shall hold meetings at least once each month at such time and place as they may determine. Special meetings may be called by the President at any time, or by any five trustees upon five days notice to each trustee.

##### Section 2. Quorum

At all meetings of the Board, a quorum necessary for



the transaction of business shall be 5 (five) or more of all the Trustees of the Board. Except as otherwise provided in these Bylaws, the vote of a majority of the Board present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

## ARTICLE VIII

### C O M M I T T E E S

#### Section 1. Standing and Special Committees

Since committees are the backbone of volunteer organizations, ECMAA shall designate appropriate standing and special committees.

#### Section 2. Executive Committee

All the officers of ECMAA together make up the executive committee.

#### Section 3. Advisory Committee(s)

The Board of Trustees may appoint from its number or from the general membership or such other persons as the Board may see fit, one or more advisory committees.

## ARTICLE IX

### F I N A N C E S

#### Section 1. Fiscal Year

The fiscal year of ECMAA shall begin on October 1 of each year and terminate on September 30 of the following year, or as may be modified by the Board of Trustees.

#### Section 2. Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is prohibited transaction or would result in the denial of the tax exemption status.

#### Section 3. Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of

the corporation to vote in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof this Corporation might have possessed and exercised if present. The Board of Trustees may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

#### Section 4. Financial Report

The Board of Trustees shall present at the annual meeting of the members a financial report, verified by the President and the Treasurer or the majority of the Board of Trustees.

### ARTICLE X

#### PROHIBITIONS ON DIRECTORS AND OFFICERS

##### Section 1.

No Director or Officer shall receive, directly or indirectly, any salary, compensation or emolument from ECMAA, either as such Director or Officer or in any other capacity, unless authorized by these Bylaws or by the affirmative vote of two-thirds of all the Board of Trustees.

##### Section 2.

No Director or Officer of ECMAA shall be interested directly or indirectly, in any contract for furnishing supplies thereto, unless so authorized by these Bylaws or by the affirmative vote of two-thirds of all the Board of Trustees.

### ARTICLE XI

#### A M E N D M E N T S

##### Section 1. Amendments

The Board of Trustees or any member of the of ECMAA has the right and power to initiate alterations, amendments or repeals of these Bylaws of the corporation at the regular or annual meeting of the membership.

##### Section 2. Vote

The Bylaws may be altered, amended, or repealed at a regular or annual meeting of the membership by two-thirds vote of all the members, represented either in person or by proxy, provided that a notice has been issued for the proposed action.