

# AMERICAN TURKISH ASSOCIATION OF INDIANA

## BY-LAWS

### ARTICLE I

#### NAME AND OFFICES

The name of this corporation is The American Turkish Association of Indiana, Inc.

*Section 1.* This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

*Section 2.* The registered Office of the Association is 5405 Whittier Court, Indianapolis, Indiana 46250 as provided in the Articles of Incorporation. (Unfortunately this statement is not correct.)

### ARTICLE II

#### PURPOSES

This Corporation has been organized for the following purposes:

*Section 1.* To promote the social welfare of its members by developing and fostering cultural and social awareness and relations between the American and Turkish people both directly and indirectly.

*Section 2.* To establish a Turkish-American Community Center, as a place for cultural, educational, and other activities.

*Section 3.* To promote and preserve Turkish culture, language and heritage within our community through our website, organized events and participation on local conferences and events supporting International diversity in the State of Indiana.

*Section 4.* To encourage members to teach the younger generation the Turkish cultural heritage (language, customs, morals etc.).

*Section 5.* To solicit and receive funds and gifts from public and private institutions or any other individuals.

*Section 6.* This corporation may engage in any activity within the purposes for which corporations may be organized pursuant to the Indiana Non-Profit Corporation Act.

*Section 7.* No part of the activities of this corporation shall consist of carrying out propaganda or otherwise attempting to influence legislation. This corporation shall not participate nor intervene in any political campaign on behalf of any candidate for public office.

*Section 8.* This corporation is organized and operated exclusively for charitable purposes as defined by Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended and supplemented.

*Section 9.* Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or (b) by a corporation's contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended.

*Section 10.* The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. In case of the dissolution of this corporation, its assets remaining after payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

## ARTICLE III

### MEMBERS

Any individual who subscribe to the purposes and basic policies of this corporation, as set forth in the By-Laws of this corporation may be eligible for membership in this corporation.

Membership shall be comprised of the following categories:

- a) Family Members:
- b) Individual Members:
- d) Student Members:
- e) Associate Members:
- f) Honorary Members:

#### *DEFINITIONS OF MEMBERS*

*Section 1.* Family members shall comprise of both spouses of the family. Both spouses shall have separate voting powers and shall pay one family dues, which will be decided by the Board of Directors.

*Section 2.* Individual members shall be those individuals who contribute the annual dues, which will be decided by the Board of Directors. Said person is to be eighteen (18) years of age or older, if not, legal guardian(s) permission is required.

*Section 3.* Student Members shall be those individuals who are duly enrolled at any recognized institutions and who shall make annual contributions, which shall be decided by the Board of Directors. Said person is to be eighteen (18) years of age or older, if not, legal guardian(s) permission is required.

*Section 4.* Associate members shall be those corporations or firms, which shall make annual contributions decided by the Board of Directors.

*Section 5.* Honorary Members shall be those persons whom the Advisory Committee nominate and the Board of Directors will decide on being worthy of such recognition.

The Board of Directors shall have authority from time to time by appropriate resolution to vary the categories of members and determine or change annual contributions of members, and create new classifications of members or create special membership.

All members of the various categories specified above may be referred to as "members". Each member shall have one vote at the general membership meeting and all members shall be guaranteed equal rights to participate in the business of this corporation. The terms and provisions of these By-Laws shall bind all members.

## **ARTICLE IV**

### **MEETINGS OF MEMBERS**

#### ANNUAL MEETINGS

*Section 1.* There shall be an annual membership meeting of the corporation, which shall be held in January of each year, as specified by the Board of Directors.

*Section 2.* The secretary shall send a notice to all members stating the time and place of the annual meeting. Regular meetings of the corporation shall be held at such time and place as may be determined and called by the Board of Directors on written notice two (2) weeks prior to the scheduled meeting.

*Section 3.* In order to convene the annual election, a quorum of the membership must participate. A quorum shall consist of a simple majority (51%) of the full voting membership of the corporation. Members may be present at the meeting or authorize other members to act as their proxies for purposes of this provision or call in to use their voting rights. If a quorum cannot be obtained, a second meeting shall be called at any other time and place, which shall be decided by the Board of Directors.

#### SPECIAL MEETINGS

*Section 1.* Special meetings of the corporation may be called by the president, Majority members of the Board of Directors or one-fourth of the total general membership of the corporation.

*Section 2.* The secretary shall send a notice of such meeting to all members at least fourteen (14) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

*Section 3.* No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### GENERAL AUDIT

*Section 1.* The books of the corporation shall be audited annually at the close of each fiscal year and the auditing committee shall report to the Generally Assembly at the annual meeting. The fiscal year shall commence on the 1st day of January and shall terminate on the 31st day of December of any given year.

#### ORDER OF BUSINESS

*Section 1.* The Board of Directors shall preside at the General Membership Meeting.

*Section 2.* The order of business at the Annual General Membership Meeting shall be as follows:

1. Roll Call- Current board introduce themselves and talks about their achievements
2. Reading of the Annual Report
3. Financial Report
4. Audit Report
5. Open discussion
6. Approval of the Financial Report
7. Election of Officers
8. Suggestions
9. Old business
10. New business
11. Adjournment

*Section 3.* The conduct of said annual meeting shall be governed by Robert's Rules of Order as revised and supplemented.

## ARTICLE V

### BOARD OF DIRECTORS

*Section 1.* The Board of Directors consists of seven members.

*Section 2.* Members of the Board of Directors shall be elected by the General Assembly for a period of one (1) year.

*Section 3.* The election of the President and the rest of the Board of Directors should be cast independently by secret balloting.

*Section 4.* The Board of Directors will consist of the following officers:

- 1) President
- 2) Vice President
- 3) Secretary General
- 4) Treasurer
- 5) Social and Public Relations Chair
- 6) Corporate Relations Chair
- 7) Student Services Chair

#### **Current Board of Directors are suggesting the following changes to the list of officers**

- 1) President
- 2) Vice President / Social and Public Relations Chair
- 3) Secretary General
- 4) Treasurer
- 5) IT Director

***Section 5.* Any general member in good standing, who holds membership of this corporation of a year or more, shall be eligible to be nominated to the Board of Directors of this corporation.**

**Nominations shall be received at least three days before the Annual General Membership Meeting** and shall be elected by a plurality of the general voting membership present in person or by proxy at each annual meeting of the corporation.

#### SPECIAL COMMITTEES

*Section 1.* Disciplinary Committee: The disciplinary committee will be formed when required by a special application. The members of the committee are The President, The Vice President, the Secretary General and the Treasurer. The Vice-President will lead the Disciplinary committee and its investigation. If circumstances may occur that any of the chosen among the Disciplinary committee is the subject for disciplinary investigation, then said officer will not be among any of the Disciplinary committee's meetings or involved with the investigations nor will said officer be permitted to vote among this committee for this investigation. If the Vice-President is under investigation, then the President will lead the investigation.

*Section 2.* Auditing Committee: shall consist of three (3) members who are elected by the General Assembly. They may choose one (1) Chairman among themselves. They shall audit financial accounts of the corporation quarterly and shall

report to the General Assembly by the end of the fiscal year. In case of disagreement between the Board of Directors and the Auditing Committee on any fiscal matter, the Auditing Committee will bring the matter before the Advisory Committee for a final decision.

## RESIGNATION

*Section 1.* A Director may resign at any time by giving a written notice to the President or the Secretary General of the Board of Directors. Unless otherwise specified in the notice, any resignation submitted shall take effect upon the receipt and acceptance by the Board of Directors.

*Section 2.* At the time of resignation of any member of the Board of Directors, the Board of Directors shall call upon the candidate who received second highest votes at the Annual General Assembly elections. If said person rejects the call, the Board of Directors has the right to assign any member who is in good standing.

## REMOVAL

*Section 1.* The Board of Directors, by majority vote of the Directors then in office, may declare vacant the office of the Director who

- 1) Has been declared of unsound mind by a final order of court,
- 2) Has been convicted of a felony,
- 3) Has been found to have violated the purposes of this corporation by the disciplinary committee, as expressed in these By-Laws or to have breached the honorable duty owed this corporation by its membership,
- 4) Has missed three (3) or more meetings and/or did not respond to emails of the Board of Directors without reason cause as to whether such meetings were regular or special.

The director, whose office is declared vacant, shall be provided with written notice of his or her removal via email.

## QUORUM OF DIRECTORS

*Section 1.* A simple majority, which is 4/7 or 3/5 (depending on the total number of the elected BOD) of members of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business.

## MEETINGS OF THE BOARD OF DIRECTORS

*Section 1.* The Board decides the meeting dates, time and locations.

*Section 2.* A regular meeting of the Board shall be held within two weeks after the Annual General Membership as may be practicable but not later than two weeks after such annual meeting. BOD of the previous term should be present at this meeting to ensure a smooth transition of corporation's business matters.

*Section 3.* Regular meetings of the Board may be held without notice of such time and place, as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days' notice to each Director either personally or by mail or by wire.

## ARTICLE VI

### THE DUTIES OF THE MEMBERS OF BOARD OF DIRECTORS

The members of Board of Directors shall not receive any payment from the corporation in compensation for their services. The members of Board of Directors shall attend all events organized by the corporation.

*Section 1.* President: As the chief administrative officer of the corporation, the president shall:

- Preside over the meetings of Board of Directors

- Implement and carry out the functions of the corporation within the guidelines established by the general meetings and the by-laws
- Ensure implementation of the decisions taken by the Board of Directors
- Sign documents such as obligations, contract deeds, promissory notes, upon approval of the Board of Directors
- Carry out other duties related to the function of a president of such a corporation and assigned by the Board of Directors
- And the president is responsible to the Board of Directors

*Section 2. Vice President:* The duties of the vice president shall be:

- To assist the president in his/her duties
- To assume the duties of the president in his/her absence or inability to serve
- To lead the disciplinary committee in such circumstances mentioned in this By-laws
- And the vice president is responsible to the Board of Directors

*Section 3. Secretary General:* The duties of the secretary general shall be:

- To call directors of the Board to the meeting
- To take minutes in the meetings of the Board
- To keep the documents and belongings of the corporation
- To keep minutes of every meeting held by the committees
- To appoint and supervise the temporary subcommittees
- To design and maintain web site for the corporation, for members and all the people who are interested in the corporation
- To design and maintain the e-mail and user list groups for better communication between the members and the Board of Directors
- To design and utilize any other communication devices for the corporation
- Perform any other secretarial duties of a corporation under the supervision of the president and the Board
- And the secretary general is responsible to the Board of Directors

*Section 4. Treasurer:* The duties of the treasurer shall be:

- To supervise and implement collections of dues and donations and make deposit in the name and to the credit of corporation in such depositories as may be designated by the Board
- To have custody over the funds of the corporation
- Checks drawn shall be signed by either the President or the Treasurer and shall be counter-signed by an additional Board member

- To carry out payment of bills rendered to the corporation

-However, an unapproved spending will not be reimbursed: The budget and expected expense need to be presented at the board meeting and approval of such spending shall be recorded on the meeting minutes of the corporation. No exception! Last minute spending is a sign of poorly planned and unnecessary action.

- To maintain a master inventory book for the capital equipment and goods of the Association

- To submit financial report to the Board meetings on a monthly basis and to the annual General Meeting

- Oversee and perform the usual duties of a treasurer of the corporation such as; maintaining accurate accounting; records and issuing receipts, under the supervision of the president and the Board of Directors

- And the treasurer is responsible to the Board of Directors

*Section 5. Social and Public Relations Chair: The duties of Social/Cultural Committee Chair shall be:*

- To supervise the temporary subcommittees

- To be responsible for the membership directory

- To be responsible for all social activities of the corporation

- These Activities include, but are not limited to, annual dinners, cultural nights, summer picnics, Festival of Nations, folk dancing, music, physical fitness, language lessons, and other activities as approved by the Board

- In charge of all sponsorship relations

- In charge of all public relations, publicity and publication activities of the corporation

- These activities include but not limited to, publishing a quarterly newsletter of the corporation, organizing seminars of general interest, negotiating with the local radio and television media the broadcast of cultural, tourism and documentary productions

- And the director of social and public relations is responsible to the Board of Directors

*Section 6. Corporate Relations Chair: The duties of Corporate Relations Chair shall be:*

- To provide assistance to individuals and corporations with their business needs

- To assist corporate fund raising

- To assist members with employment needs

- To promote business between the United States and Turkiye

- And the director of corporate relations is responsible to the Board of Directors

*Section 7. Student Services Chair: The duties of Student Services Chair shall be:*

- To supervise the temporary subcommittees

- To assist the Board in matters relevant to the needs and activities of the students who are members of the corporation or of the Turkish Student Associations in the universities around the state of Indiana

- To welcome, assist and support students who seek help in any needs (accommodation, student needs, general needs, etc.)

- And the director of student relations is responsible to the Board of Directors

## ARTICLE VII

### SEAL

The seal of the corporation shall be as follows:

The American Turkish Association of Indiana, INC.

## ARTICLE VIII

### PROPERTY OF THE CORPORATION

The Board of Directors shall decide to acquire any property of equipment necessary to carry out the objectives of the corporation. **Budget and expected expense need to be presented at the board meeting and approval of such spending shall be recorded on the meeting minutes of the corporation. Any unapproved spending will not be reimbursed.**

## ARTICLE IX

### DISSOLUTION

In case of dissolution, the assets of this corporation shall be turned over to one or more organizations, which are exempt as organizations described in sections 501 ( c ) ( 3 ) and 170 ( c ) of the internal revenue code of 1954 or corresponding section of any prior or future internal revenue code or to the federal state or local government for exclusive public service.

## ARTICLE X

### AMENDMENTS

The Board of Directors shall have authority to make or alter the By-Laws of the Association, subject to the power of Members to change or repeal the same as set forth in the Articles of Incorporation, provided, however, that the Board of Directors shall not make or alter any By-Law fixing the number or term of offices of Directors.

## ARTICLE XI

### RESPONSIBILITIES

*Section 1.* The Association shall comply with policies, rules, regulations, and all applicable laws of the State of Indiana and the United States of America.

*Section 2.* The Association shall not endorse a political candidate, hold fund raising activities for or donate any money to political organizations. (The members as "individuals representing themselves" and wanting to and getting in helping political candidates who support Turkish American causes can do all the above.)

*Section 3.* The membership of the Corporation to similar organizations shall be reviewed each year by the Board and approved by the General Assembly.

American Turkish Association of Indiana  
Last Updated: January 16, 2011  
Signatures:

## ARTICLE XI

### RECORD OF BOARD OF DIRECTORS

The Founding Members and every Board of Directors since then should be added to the Bylaws after every election.

#### Founding Members

Founding Members shall be those individuals who initially participated in the creation of this corporation and/or who made a financial contribution established by the Founding Assembly at the time of the original adoption of these By-Laws. The Founding members will comprise the initial Board of Directors of this corporation.

#### 2000 Board of Directors

#### 2001 Board of Directors

#### 2002 Board of Directors

- |  |   |
|--|---|
| 1) President                           | Erdal YILMAZ ( 2nd half ) / Faruk ORGE ( 1st half ) |
| 2) Vice President                      | Zekeriya AYDIN                                      |
| 3) Secretary General                   | Ahmet FER   |
| 4) Treasurer                           | Faruk ORGE ( 2nd half ) / Erdal YILMAZ ( 1st half ) |
| 5) Dir. of Social / Cultural Relations | Haldun TARIM  |
| 6) Director of Corporate Relations     | Ersal Özdemir                                       |
| 7) Director of Student Relations       | Muharrem BARUN                                      |
| 8) Director of Public Relations        | Halil MUTLU   |
| 9) Director of Information Technology  | Alp BERKER  |

#### 2003 Board of Directors

#### 2004 Board of Directors

#### 2005 Board of Directors

- |  |   |
|--|---|
| 1) President                           | Ahmet FER   |
| 2) Vice President                      |   |
| 3) Secretary General                   |   |
| 4) Treasurer                           | Faruk ORGE ( 2nd half ) / Erdal YILMAZ ( 1st half ) |
| 5) Dir. of Social / Cultural Relations | Haldun TARIM  |
| 6) Director of Corporate Relations     | Ersal Özdemir                                       |
| 7) Director of Student Relations       | Muharrem BARUN                                      |
| 8) Director of Public Relations        | Halil MUTLU   |

**2006 Board of Directors**

10/23/2005 (10/09/2005)

1) President	Emine KUMCU
2) Vice President	Alp BERKER
3) Secretary General	Selen AKAY
4) Treasurer	Bengu POWELL
5) Dir. of Social / Cultural Relations	Nur UNGAN
6) Director of Corporate Relations	Ersal ÖZDEMİR
7) Director of Student Relations	Umut EMIRLER
8) Director of Public Relations	Ahmet FER
9) Director of Information Technology	Talha UZUN
Auditor	Hasan YERDELEN

**2007 Board of Directors**

**2008 Board of Directors**

1) President	Talha F. Uzun
2) Vice President	Nejat Salih
3) Secretary General	Alp Berker
4) Treasurer	Bengü Powell
5) Social and Public Relations Chair	Hilal Arican
6) Corporate Relations Chair	Ersal Özdemir
7) Student Services Chair	Cem Ersungur

**2009 Board of Directors**

1) President	Alp Berker
2) Vice President	
3) Secretary General	
4) Treasurer	
5) Social and Public Relations Chair	

6) Corporate Relations Chair

7) Student Services Chair

#### **2010 Board of Directors**

- |                                      |   |
|--------------------------------------|---|
| 1) President                         | Günay A. Lynch  |
| 2) Vice President                    | Caner Demirdöğen  |
| 3) Secretary General                 | Connor Cihan Lynch  |
| 4) Treasurer                         | Emel Döner – Resigned 11/7/2010   |
| 5) Social and Public Relations Chair | Emel Şener – Joined 9/12/2010   |
| 6) Corporate Relations Chair         | Ahmet Fer   |
| 7) Student Services Chair            | Cansu Şener   |
| 8) IT Director                       | Özgür Özsoy – Officially Joined 8/16/2010<br>Started working on the new ATA-IN website end of April 2010<br>Ümit Biçim – Resigned 3/17/2010 |

#### **2011 Board of Directors**

- |                                      |                                    |
|--------------------------------------|------------------------------------|
| 1) President                         | Günay A. Lynch                     |
| 2) Vice President                    | Nilgün Özsoy                       |
| 3) Secretary General                 | Özgür Özsoy                        |
| 4) Treasurer                         | Nermin Yerdelen and Hasan Yerdelen |
| 5) Social and Public Relations Chair | Nilgün Özsoy                       |
| 6) IT Director                       | Özgür Özsoy                        |

Last Updated: January 16, 2011

Signatures: