

BYLAWS

OF THE

CINCINNATI TURKISH

AMERICAN ASSOCIATION

(CTAA)



Table of Contents

ARTICLE 1 - NAME.....	3
ARTICLE 2 - PURPOSE.....	3
ARTICLE 3 - MEMBERSHIP	4
ARTICLE 4 – MEETINGS AND ELECTIONS	6
ARTICLE 5 – OFFICERS AND DUTIES	7
ARTICLE 6 – QUORUM, NOMINATIONS, TERMS OF OFFICE, OFFICER VACANCIES ..	9
ARTICLE 7 – BOOKS, RECORDS AND ANNUAL REPORT	11
ARTICLE 8 – NONPROFIT OPERATION.....	12
ARTICLE 9 – FISCAL YEAR.....	12
ARTICLE 10 - AMENDMENTS	12
ARTICLE 11 - DISSOLUTION.....	12
ARTICLE 12 – RULES OF ORDER	12

ARTICLE 1 - NAME

The name of this organization is "Cincinnati Turkish American Association" d/b/a "CTAA." CTAA is a non-profit, non-political, non-religious, cultural and educational organization.

ARTICLE 2 - PURPOSE

Section 1:

- a. To create a community for Turkish-Americans and their families living in Southeastern Ohio.
- b. To promote and assist in understanding of Turkish heritage, culture and traditions by organizing and conducting educational, cultural, social and charitable events and other activities, as permitted by the laws for nonprofit organizations/corporations.
- c. To act as a liaison between the Turkish-American community and other organizations, offices or communities in accordance with the above-mentioned purposes.
- d. To organize and operate for charitable, cultural, educational and scientific purposes as a nonprofit organization under the United States Code of Federal Regulations, Title 26 [Section 1.501 \(c\)\(3\)](#).
- e. To raise funds for nonprofit activities or entities, consistent with the United States Code of Federal Regulations, Title 26 [Section 1.501 \(c\)\(3\)](#)

Section 2.

CTAA does not discriminate on the basis of race, gender, color, religious or ethnic origin in the administration of its admission or acceptance of any candidate to any of its programs if the membership conditions described hereafter are met.

Section 3.

CTAA will exercise rights and powers conferred by the laws of the State of Ohio upon a nonprofit corporation (including Title 17, Chapter 1702 of the Ohio Revised Code as a nonprofit corporation).

ARTICLE 3 - MEMBERSHIP

Section 1: Membership Eligibility and Obligations

- a. Any interested individual, who met the criteria for one of the membership classifications, is a member in good standing ("Member"), having all the rights and responsibilities set forth herein.
- b. CTAA will have different classifications of Membership as described below:
 - b1. Regular (voting) Member: Any person 18 and above and living not further than 100 miles from Cincinnati and either,
 - b1.1. is a Turkish-American (an American citizen or resident with current or previous Turkish citizenship origin) or,
 - b1.2. is a Turkish citizen who is either working or studying in America with any kind of visa or,
 - b1.3. is spouse or descendant or spouse of descendant of someone who satisfies one of the above items b1.1 or b1.2 or,
 - b1.4. is an Associate Member for at least one year whose application to Regular Membership is sponsored by two long-term (one or more years) Regular Members in different families and is approved by the Board.
 - b2. Associate (non-voting) Member: Any person who is interested in and supports the purpose or activities of CTAA.
 - b3. Each main Membership classification above may have sub-classes including without limitation, as Individual, Family, Student, Child (not applicable for Regular Membership) and Senior. The designation rules of these sub-classes are determined by the Board and are subject to approval by Membership in a business meeting. All subclasses have exactly the same rights as the main classes they belong. Their differences may be at their due structure and the fees/discounts applied to them at CTAA activities.
 - b4. In the transition period, between the acceptance of this new Bylaws and the beginning of new fiscal year, unless they apply otherwise,
 - b4.1. All existing Individual Members will have the status of Regular Member.
 - b4.2. All existing Family Members 18 and above will have the status of Regular Member; younger ones will have the status of Associate Member.
 - b4.3. During the mentioned transition period Members will have no obligation of paying any additional membership fee.
 - b5. At the beginning of first fiscal year after the acceptance of this Bylaws, all existing Regular Members and Associate Members will be assumed as applied to continue their existing status (in a proper subgroup according to existing data in CTAA records if any sub group will have been designated) unless they apply otherwise.
 - b6. All existing individual Members at the date of acceptance of these Bylaws will be assumed as sponsored by two Regular Members and approved by the Board if their conditions need to have such a sponsorship and approval to be a Regular Member.
- c. Dues structure according to the Membership classification is determined by the Board and is subject to approval of Membership in a business meeting.

- d. Annual dues shall be payable in advance of the first day of the CTAA fiscal year. The Executive Board may determine a grace period.

Section 2: Legal Liabilities

CTAA, its Officers and Members shall not be liable for any loss resulting from the activities sponsored and/or organized by CTAA.

Section 3: Rights of Members

- a. Each Regular Member shall be entitled to one vote on each matter submitted to a vote of the Members. A new Regular Member is eligible to vote only if his/her application is approved before the Board's announcement of the meeting and the agenda.
- b. Associate Members will have all the rights and responsibilities of Membership except voting rights.
- c. All Members will be informed of the activities of the organization in good faith effort.
- d. All Members have the right and encouraged to attend business meetings and appropriate activities.
- e. The Board meeting minutes and financial statements will be open to Members upon request.
- f. Each Regular Member has the right to sponsor an Associate Member to be a Regular Member. For each Regular Member, this right is limited for two Associate Members per year.

Section 4: Termination of Membership

- a. A Member may be suspended from CTAA by the unanimous vote of the entire Board if:
 - i. His/her behavior disgraces the purpose of CTAA or
 - ii. He/she engages in activities that would undermine the effective operations and management of the society.
 - iii. He/she uses vulgar, obscene, profane, and indecent language in the forums (e-mail, social media, website etc.) that CTAA uses as a way of communicating with its members
- b. Decision for suspension, including its reasons, will be immediately communicated to the suspended Member. The suspended Member will not be able to practice the rights of Membership except attending and defending himself/herself at the business meeting where his/her expulsion will be voted.
- c. At the first business meeting after suspension a 2/3-majority vote is required to expel the suspended Member. If 2/3 majority does not vote for expulsion, suspension is automatically cancelled. The Board cannot suspend the same Member for a whole year after the business meeting where the vote is taken.
- d. An individual removed under this Section 4 may only be reinstated by the unanimous vote of the entire Board and upon such terms as the Board may deem appropriate.
- e. A Member will be automatically removed from CTAA if he/she fails to perform the Membership obligations or otherwise becomes ineligible for Membership, as set forth in Article III Section 1. Upon fulfillment of such Membership obligations, such individual will automatically be reinstated as a Member.

ARTICLE 4 – MEETINGS AND ELECTIONS

Section 1: Types of Meetings

- a. Business Meeting: Any meeting where voting determines official decisions about the organization.
- b. General Business Meeting: A Business Meeting where the Board activities and financial reports are submitted for Membership approval.
- c. Board Meetings: Meetings of the Executive Board as it deems necessary.
- d. Other Meetings: The organization may carry out all kinds of other meetings for any kind of activities.

Section 2: Business and Board Meetings

- a. The General Business Meeting will be held no later than April 30th of each year including, without limitation, in its agenda:
 - i. Yearly activity report.
 - ii. Explanation of balance sheet and income statement.
 - iii. Discussion on the above items and submission for approval by Members.
 - iv. The reports will be submitted and defended by the Board Members who were in charge during the period covered.
- b. At the Business Meetings the first item of the agenda will be the election, from the floor, of
 - i. The Chair of the meeting.
 - ii. The Secretary of the meeting to record the minutes.
 - iii. Three Members to tabulate the votes if elections will take place.
- c. The Board will notify Members, not less than four weeks prior to the scheduled business meeting. The notification includes the agenda of the meeting. The agenda cannot be changed unless the meeting is canceled. Other meetings will be announced within a month
- d. Meetings may be called by the President, the Board, or by petition of the one-fourth of the Regular (voting) Members. The Board has to notify the Membership within four weeks after receiving a petition to call a meeting. The agenda of this meeting will include the concern of the petition.
- e. Board meetings will be announced to the Board Members at least one week in advance unless stated otherwise.

Section 3: Elections

- a. Election of the Board Members for next term will take place latest at the last Business Meeting of each year unless replacing an open position on the Board. Voting will be conducted by secret ballot.
- b. The President, the Vice President, the Secretary and the treasurer, will be elected at the same time. Terms of these positions are for two years

ARTICLE 5 – OFFICERS AND DUTIES

Section 1. The Board

- a. The Executive Board shall consist of the following Officers:
 - President
 - Vice President
 - Secretary
 - Treasurer
- b. Past President the Board Officers shall conduct their duties for CTAA with integrity and fairness and be responsible for executing and implementing the Bylaws of CTAA.
- c. All expenditures should be done in accordance with the decisions taken by the Board. All incurred expenses adding to 20-fold Individual Regular Membership dues should be submitted to the Board approval within one month.
- d. The Board should try to make the income and expenses of CTAA as transparent as possible to the Membership.
- e. The Board will decide on at least one other Member of the Board along with the Treasurer to co-sign CTAA checks.
- f. All communications will be done with the knowledge of the Board.
- g. As the need arises, the Board may rearrange the division of labor among its members.
- h. The Board will announce to the Membership all known nominations for Board Offices as soon as possible.

Section 2. The President:

- a. Shall be the principal executive officer of CTAA and shall in general supervise all of the business and affairs of CTAA.
- b. Shall preside all Board Meetings. If the President is unable to attend a meeting, he/she may designate the Vice President to preside and chair such meeting.
- c. Shall represent the organization at all events deemed necessary.
- d. Shall sign all of the organization's documents, records, and announcements or other instruments (with carbon copies to the Board Members) that the Board has authorized to be executed, except in cases where the preparation, signing and execution thereof is expressly delegated by the Board or by these Bylaws to some other Officer.
- e. Shall fulfill all other duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

Section 3: The Vice President:

- a. Shall assume the President's duties, in the event of the absence of the President (by his/her designation) or in the event of his/her inability (by designation of the Board) and have all the powers of and be subject to all the restrictions upon the President.
- b. Shall coordinate the educational, charitable and social activities of the organization, as well as those between this and other organizations.
- c. Shall be responsible for the formation and advising of event-related or other committees.

Section 4.: The Secretary:

- a. Shall be responsible for the safeguarding of the organization's records, keeping a current roster of the Membership and maintaining a calendar and record of events.
- b. Shall keep minutes of each Board meeting and distribute them to each Board Member in a timely manner and provide it to any Member upon request.
- c. Shall make the minutes of the business meetings available to the Membership.

Section 5.: The Treasurer:

- a. Shall sign all the checks of CTAA with the approval of another Board Member.
- b. Shall be responsible for all financial records, inventory, belongings and their safekeeping.
- c. Shall be responsible for all funds and securities of CTAA, obtain and give receipts for moneys due and payable to CTAA from any source whatsoever, and deposit all such monies in the name of CTAA in such banks, trust companies or other depositories as selected by the Board.
- d. Shall report the organization's financial status at the general business meeting of the Members.
- e. Shall present a written financial status to the Board Members when required.
- f. Shall ensure that all expenditures of CTAA are consistent with its stated purposes and permitted by [Section 1.501 \(c\)\(3\)](#).
- g. Shall co-sign all the financial reports of CTAA with another Board Member

Section 6. The Member-at-large: (Last President)

The Member-at-large shall represent the interests of the Members and its committees in any decision made by the Board.

ARTICLE 6 – QUORUM, NOMINATIONS, TERMS OF OFFICE, OFFICER VACANCIES

Section 1:. Quorum:

- a. Quorum for Board meetings is 3/5 of the Board with either the President or Vice President present, unless stated otherwise.
- b. Quorum for Business meetings is 1/5 of all Regular Members unless otherwise is stated. The number of “all Regular Members” is the number at the previous day before the date of notification for the Business Meeting,
- c. A quorum is required for the commencement of Business Meetings of CTAA.
- d. If no quorum exists for the commencement of a Business Meeting, a new Business meeting will be called, with the same agenda, not sooner than one week, where no quorum will be sought. If the date and the location of the new meeting is conditionally declared with the first notification, just in case of failure of quorum, five days minimum new notification time is enough for the new meeting; otherwise two weeks of minimum notification time is necessary. This new notification should be sent to Members not later than one week from the failed first meeting and should include the number of Regular Members present at the meeting, the number required for a quorum, and a clear declaration that no quorum will be sought at this new meeting. If the conditions for this new notification cannot be met, new meeting is subject to all conditions of a normal business meeting with quorum. This item “d” is not applicable for meetings where a quorum more than 1/5 is sought.
- e. An act of majority at Board or Business Meetings is the simple majority of the votes cast, unless stated otherwise in these Bylaws. In case of a tie at the Board Meetings, the president’s vote stands.
- f. At the calculation of quorum and majority, if the result is not an integer, it is rounded to nearest lower integer.

Section 2:. Nomination Procedures for Board Officers:

- a. Nominations will start at least four weeks before the business meeting and continue until the election. Nominations can also take place from the floor at the business meetings. During the Business Meetings, the Chair will conduct the nomination process. She/He will announce existing nominations first and then she/he will ask if there are any nominations from the floor. To be eligible for office, candidates must meet the following criteria:
 1. All Candidates shall be in good standing with the organization and at least 18 years of age.
 2. Only Members who have been a Regular Member for at least one full year at the time of the elections can become a Candidate.
 3. Each Candidate will introduce themselves to the voting body prior to the elections.
- b. If there are no candidates, the previous Board Member will continue as Acting until the next election for a maximum of two years. If this position cannot be filled in two years through an election, the Board will start the dissolution procedures.

Section 3.: Terms of Office:

- a. Officers, , will maintain their position for two calendar years.
- b. There will be a term limit of three successive terms for each office.
- c. Terms begin on January 1.

Section 4.: Officer Vacancies:

The Board shall fill a vacancy in any office on an acting capacity until the next business meeting. An election for the position occupied by an Acting Member will be held in the first coming Business Meeting.

Section 5.Termination:

- a. If an Officer fails to fulfill his/her duties, as set forth in Article V, he/she shall be terminated. All rules for membership termination applies to officers
- b. Officers can be terminated by Members at a business meeting with a quorum of 2/5 and by 2/3 majority of votes cast.

Section 6.: Calculation of Notification Duration:

- a. For all calculations, the required time length is calculated as the time between the posting date of the notification and the date of the event excluding the mentioned two days.

ARTICLE 7 – BOOKS, RECORDS AND ANNUAL REPORT

Section 1. Books and Records

- a. The Board shall keep complete books and records of accounts and inventory, possessions and belongings and shall also keep minutes of the proceedings of Business, Board and committee meetings and shall keep a record of the names and addresses of the Members.
- b. Any Member can inspect all books and records upon reasonable notice.
- c. Postal and e-mail addresses of Members cannot be disclosed without the explicit consent of the Member.

Section 2. Annual Report

- a. The Board shall send an annual report to the Members not later than three months after the close of each fiscal year of the organization alongside with the agenda and date of the General Business meeting.
- b. Annual report shall include, but are not limited to, a balance sheet as of the close of the fiscal year of CTAA and a revenue and disbursement statement for the year ending on such closing date.
- c. Annual report financial statements shall be prepared from and in accordance with the books of the organization, and in conformity with generally accepted accounting principles applied on a consistent basis.

ARTICLE 8 – NONPROFIT OPERATION

CTAA will not have or issue shares of stock. No dividends will be paid. No Member has any vested right, interest or privilege in or to the assets, property, functions, or activities of CTAA. Without violating this provision, CTAA may contract for services in due course with its Members and Officers. Any of the Board Members can be paid for his/her duties on the Board if approved by Members at a business meeting with a quorum of 2/5 of Regular Members and 2/3 votes cast.

ARTICLE 9 – FISCAL YEAR

The fiscal year of the organization shall be January 01 through December 31.

ARTICLE 10 - AMENDMENTS

- a. The Board shall notify Members about the agenda for Bylaws amendment not less than four weeks prior to the scheduled business meeting.
- b. An amendment or change to the Bylaws can be done at a business meeting with a quorum of 2/5 of all Regular Members and 2/3 of the votes cast as an act of majority.
- c. An amendment or change to the Bylaws will be in effect the day after its approval at the Business Meeting. If the purpose of the organization is changed or amended, and because of this reason, State approval is needed, the items related to the purpose will be in effect the day after the Board receives the State approval. Until the State approval, old items related to the purpose will be in effect.

ARTICLE 11 - DISSOLUTION

Should the dissolution of CTAA becomes necessary, the business meeting will be called and the disposition of money, property and assets will be decided by the simple majority of the voting Members with a quorum of 2/5 of all Regular Members.

ARTICLE 12 – RULES OF ORDER

[Robert's Rules of Order](#) shall be followed in all matters where this Constitution is silent.