

# **Bylaws of Ethiopian Community Services, Inc.**

## **ARTICLE 1: NAMES AND OFFICES**

### **SECTION 1 – NAME**

The name of the organization shall be Ethiopian Community Services, Inc. (ECS). The Ethiopian Community Services is a non-profit, non-political organization.

### **SECTION 2 – PRINCIPAL OFFICE**

The Ethiopian Community Services shall have its principal office in Santa Clara County. The change of the principal office from one location to another shall be decided by the Board of Directors.

### **SECTION 3 – OTHER BRANCH OFFICES**

The organization may also have branch offices at other places within or outside of the State of California as its business may require and the Board of Directors may designate.

## **ARTICLE 2: PURPOSE**

### **SECTION 1 – MISSION, OBJECTIVES AND PURPOSES**

Ethiopian Community Services, Inc., a non-profit organization located in Santa Clara County, is committed to enhancing the quality of life of persons of Ethiopian origin and Ethiopian Americans. The organization's vision is to see an integrated and sustainable Ethiopian community that positively contributes to society.

The primary objectives and purposes of the organization shall be:

- A. To promote cultural preservation and unity.
- B. To promote social, economic, and political integration.
- C. To facilitate a platform that advances healthcare, education, immigration, and advocacy
- D. To connect our community with resources that support economic development and empowerment.

## **ARTICLE 3: MEMBERSHIP**

1. Any Ethiopian or Person of Ethiopian ancestry/origin that supports the mission and goals of the organization, and pledges to abide by the Ethiopian Community Services, Inc. bylaws can be a member of Ethiopian Community Services, Inc.

## **Types of Membership and required Criteria**

### **1.1. A Voting Member**

Any Ethiopian or person of Ethiopian ancestry (descendent of Ethiopian parents) who is 18 years old can be a voting member.

## **Rights and Obligations of Voting Members**

### **1.2. Obligations of Voting Members**

1.2.1. A voting member must give informed consent to be bound by the bylaws of Ethiopian Community Services, Inc. and uphold the best interests of the organization.

1.2.2. A voting member is expected to attend the semiannual general assembly meeting.

1.2.3. Pay membership dues on time.

The Monthly membership contributions are as follows.

- i. For family \$ 15/month
- ii. For working singles \$ 10/month
- iii. For students \$ 5/month
- iv. The Board of Directors shall reserve the authority to review cases and to offer fee waivers for those who are not able to pay their membership dues.

### **1.3. Rights of Voting Members**

1.3.1. Rights to elect and be elected for office according to the bylaws.

1.3.2. Equal access to services, amenities, and programs the organization provides at a discounted rate to the extent those services, amenities and programs are cost recoverable.

1.3.3. Rights to express their opinions and advocate for changes in the bylaws in writing.

1.3.4. Any Bylaw Amendment/change requests require signatures from 50% of all members for the Board to decide to present it to the general assembly.

1.3.5. Any change in the bylaws requires the approvals of  $\frac{3}{4}$  or 75% of all members.

## **1.4. Associate Member**

1.4.1. Anyone who is 18 years of age and that supports the purposes of Ethiopian Community Services, Inc. can be an associate member. (Any Individual that considers themselves as a friend of Ethiopia and cares about the Ethiopian community and culture can be an associate member of the organization).

### **Rights and Obligations of Associate Members**

## **1.5. Obligations of Associate Members**

1.5.1. Associate members must give informed consent to be bound by the bylaws of the Ethiopian Community Services Inc. and uphold the best interests of the organization.

1.5.2. Associate members of the Ethiopian Community Services are expected to pay a monthly membership fee. The Monthly membership contributions of associate members are as follows.

- i. For family \$ 15/month
- ii. For working singles \$ 10/month
- iii. For students \$ 5/month
- iv. The Board of Directors shall reserve the authority to review cases and to offer fee waivers for those who are not able to pay their membership dues. (Rights to have the membership fee waived with the Board of Directors prior approval).

## **1.6. Rights of Associate Members**

1.6.1. Associate members can attend general assembly meetings.

1.6.2. Associate members are non-voting members and will not hold elected positions.

1.6.3. Associate members can serve in the organization's sub-committees and can participate in all activities and functions of the organization.

1.6.4. Associate members have the right to request and obtain the organization's plans and reports.

## 1.7. **Honorary Member**

1.7.1. Anyone who is selected by the Board of Directors for their distinguished and extraordinary services and contributions to the organization and the community can be honorary members of the Ethiopian Community Services, Inc.

## 1.8. **Criteria of Honorary Membership**

1.8.1 Honorary members shall be persons of acknowledged dedication and contribution to advancing the interest of Ethiopians within the jurisdiction of Ethiopian Community Services and around the globe through their professional skills or their philanthropic and volunteer work, irrespective of their domicile.

1.8.2. Honorary members are not required to be residents of the community organization's jurisdictions or the United States of America.

## 2.0. **Cancellation from (Ending) Membership**

2.1. Any member of the organization can terminate their membership at any given time.

2.2. A member who defaults on his/her membership dues for six consecutive months shall lose their membership rights. If the monthly dues are paid within a month's notice, the membership rights will be retained. If the monthly dues are not paid on the seventh month, the member will be re-registered as a new member. If the default was a result of valid reasons such as financial hardship, the Board of Directors shall intervene and consider any fee waiver and/or assistance options.

2.3. Members must return any material, documents, or any other items of monetary value or proprietary in nature, before ending their membership.

2.4. Membership contributions and donations are not returnable.

2.5. The Board of Directors shall reserve the right to end/expel any member upon proof that the person violated the bylaws of the organization or any local, state, or federal laws. The Board of Directors shall make the final determination based on the review of an ethics committee, which shall have three members elected by the assembly.

3. A member must be in good standing for six consecutive months to be eligible for membership rights/benefits.

4. The general assembly meetings will be held twice a year in the months of May and November. However, if 2/3 of the Board of Directors are in agreement, they shall reserve the right to hold an emergency meeting with one-week advance notification. The agenda of the emergency meeting shall be clearly outlined by the organizers; no other items will be discussed at the meeting other than those stated in the original meeting agenda.

4.1. If 50% plus one of the members are in attendance of the general assembly, they can approve an agenda and make the proceeding of the meeting valid.

4.2. A meeting without a satisfying quorum shall be held only if at least two meetings failed to draw the required numbers of members.

4.3. One member shall have one vote.

4.4. Decisions made by the general assembly, the Board of Directors or sub-committees, or any other structure of the organization shall be constituted by a majority vote as it's referenced in the bylaws.

4.5. Elections of the Board of Directors and any other executive representatives shall be conducted through secret ballots.

4.6. Not all meeting decisions require secret ballots, and some decisions could be made by counting hands. Should ballots be required, the organizers of the meeting are expected to make all the logistics and the materials needed available.

4.7. Board of Directors shall have a single three-year term of office. However, they can serve a second term if so, approved by the general assembly.

4.8. No elected member may run or be elected more than twice. Board of Directors can run for and be elected after a two-year period has lapsed following their second term.

4.9. Retired Board of Directors/Elected Officers may serve in sub-committees and other structures of the organization that do not require election by the assembly.

4.10. Only (1/3) 33% of the Board of Directors shall be replaced in one election.

### **SECTION 1 – INTERIM TERMS**

Effective July 2016, minimum of 7 and a maximum of 11, Board members shall be elected. Vacancies between elections shall be filled by a majority vote of the Board of Directors.

## **SECTION II – TERMS OF OFFICE**

Elected Directors shall hold/ serve the term of three (3) years until his/ her successor is elected. No member of the Board of Directors shall serve in this capacity for more than two consecutive terms. A partial term will not be considered as a complete full-term member running for the second term must be approved by a majority vote of the Board of Directors during designate election of the Board of Directors.

## **SECTION III – LENGTH OF SERVICE**

No member of the Board of Directors shall serve for more than equivalent of two (2) full terms. A former member of the Board of Directors may again serve on the Board after an absence of one year. In the event of a vacancy that cannot be filled, a former member of the Board that has already served two (2) full terms can serve additional terms with the approval of the Board of Directors.

# **ARTICLE 4: BOARD OF DIRECTORS**

## **SECTION 1 – NUMBER AND COMPOSITION**

The organization shall have a Board of Directors comprising of eleven (11) members. Members are elected based on the following qualification to serve the organization:

- A commitment to serve without any bias based on sex, race, religion, political, or ethnic origin.
- An affirmation in the stated purposes if the corporation
- A commitment to fulfill the goals and objectives of the corporation; and · A personal quality of being able to provide services that can support and promote the objectives of the organization.

## **SECTION 2 – DUTIES**

The Board of Directors shall lead and control the overall affairs of the organization and shall be responsible for the building:

- Establish policies, procedures, project plans and program activities of the organization· Assure that its functions and activities are in accordance with the Bylaws, the stated purposes therefore, and with existing State and Federal laws.

## **SECTION 3: ELECTED OFFICERS**

In June of each year, the current Board members shall elect the following officers for the upcoming fiscal year. Following are the duties and responsibilities of each officer.

## **A. PRESIDENT**

The President shall preside over the Board meetings and Executive Committee meetings. The President shall also represent the Board and is responsible for implementing the resolution of the Board.

## **B. VICE PRESIDENT**

In the absence of the Board's President, the Vice President shall preside over the Board meetings and assume the duties of the President as described in paragraph above. He/she shall be the chairperson of the Fundraising Committee.

## **C. SECRETARY**

The Secretary shall be responsible for maintaining all records of the organization, take minutes of the Board and Executive Committee meetings and prepare the agenda for Board Meetings in consultation with the President.

He/she shall attend to the book of minutes. He/she shall keep or cause to be kept at the principal executive office, a book of minutes of all meetings and actions of directors, committees of directors, and with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present and the proceedings of such meetings.

## **D. TREASURER**

The treasurer shall perform the duties relating to all financial matters of the organization and shall have custody of the accounts of all its business transactions and properties. The Treasurer shall provide adequate and correct reports on the financial situation of the organization to the Board of Director on a quarterly basis or upon their request. He/she shall cause the organization to maintain accurate financial records on the Condition of the organization and report to the Board on a monthly basis.

# **ARTICLE 5: COMMITTEES**

## **SECTION 1 – STANDING COMMITTEES**

Standing Committees shall be the following:

- a.** Executive Committee
- b.** Social and Cultural Committee
- c.** Fundraising Committee
- d.** Finance Committee
- e.** Public Relations Committee
- f.** Health & Education Committee
- g.** Economic Development/Empowerment Committee

The following are the duties and compositions of standing committees.

**a. Executive Committee**

The organization shall have an Executive committee and shall be consist of the President, Vice President, Secretary, and Treasurer

The Executive Committee shall meet on an as needed basis. All decisions by this committee shall be ratified at the next regular Board of Directors meeting. This committee is elected for a term of one year. No limitation is imposed on the number of times Executive Committee members may be elected.

**b. Social and Cultural Committee**

The Board assigns members to the social and Cultural Committee which shall be responsible for planning and carrying out social and cultural activities geared towards promoting Ethiopian culture by creating opportunities for members of our community and those interested in the Ethiopian culture. The Committee members shall elect a chair and vice-chair amongst the members. At the subsequent regular Board meeting, the Board shall approve the committee governance structure. This committee shall at all times seek the approval of the Executive Committee prior to conducting any business.

**c. Fundraising Committee**

This committee shall develop and implement ECS' fundraising plans, which shall be consistent with the organization's annual operating plan. This committee shall also research, identify and solicit prospective charitable and other funding sources. The Committee members shall elect a chair and vice-chair amongst the members. At the subsequent regular Board meeting, the Board shall approve the committee governance structure.

**d. Finance Committee**

A majority of Finance Committee members shall be Board of Directors members. The Committee members shall elect a chair and vice-chair amongst the members. At the subsequent regular Board meeting, the Board shall approve the committee governance structure. In addition to its general responsibilities for overseeing the financial condition of the organization and making recommendations to the Board of Directors, the Finance Committee shall have the following specific duties:

1. To set up a Financial Internal Procedures
2. To assist the Treasurer in helping to keep proper bookkeeping and monitor the financial status of the organization
3. To prepare and make available Statements of account and other financial reports on any regular Board of Directors' meeting as required
4. To prepare a Financial Budget proposal for the coming Fiscal Year and submit to the



- Board of Directors before the end of the current fiscal year (or the 3<sup>rd</sup> Quarter of FY)
5. Present recommendations to the Board of Directors concerning long-term capital an operational expense/transaction; and
  6. All other duties as delegated by the Board of Directors

#### **e. Public Relations Committee**

The Public relations Committee works to promote the image and message of ECS; shall also be responsible for all publicity, branding, logos, website, and communication, etc.... This Committee shall have active role in media communications and materials published by ECS. This committee shall at all times seek the approval of the Executive Committee prior to conducting any business. The Committee members shall elect a chair and vice-chair amongst the members. At the subsequent regular Board meeting, the Board shall approve the committee governance structure.

#### **f. Health and Education**

The Health & Education Committee shall be responsible for designing and carrying out health seminars and educational activities. This committee shall at all times seek the approval of the Executive Committee prior to conducting any business. The Committee members shall elect a chair and vice-chair amongst the members. At the subsequent regular Board meeting, the Board shall approve the committee governance structure.

#### **g. Economic Development/Empowerment**

The Economic Development/Empowerment Committee shall be responsible for creating economic development, educational platforms, organizing seminars, and conferences in addition to helping community members with connecting them with resources to enable them to establish/startup a sustainable and profitable businesses, own properties, and promote entrepreneurial concepts.

### **SECTION 2 – SPECIAL COMMITTEES**

A Special committee may be established by a resolution by a majority of the Board of Directors then in office. Special committees shall limit their activities to the accomplishment of the task for which they are created. Special committees shall have no power to act except as specially conferred by resolution adopted by a majority of the Directors then in office. The Committee members shall elect a chair and vice-chair amongst the members. At the subsequent regular Board meeting, the Board shall approve the committee governance structure.

### **SECTION 3 – ADVISORY COMMITTEE**

The Advisory Committee shall consist of selected community leaders and experts. Its members shall be appointed by the President with the final approval of the Board of Directors. Members shall serve depending upon the needs of the organization. The Committee members shall elect a chair and vice-chair amongst the members. At the subsequent regular Board meeting, the Board shall approve the committee governance structure. This committee shall serve in an advisory capacity to the Board, the Executive Committee, and or any programs of individuals working with the organization which could advantageously use the advice and experience of those who have served as a community leaders and experts. The advisory committee may, upon its own initiative, present recommendation on policy and other matters to the Board of Directors for consideration.

## **ARTICLE 6: OFFICERS AND EMPLOYEES**

### **SECTION 1- AGREEMENT AND CONTRACT**

The organization may enter into agreements of contractors to undertake transactions or projects with private or governmental corporations, provided that those transactions are legal and in accordance with the stated purpose of the organization. In these cases, the organization may employ a number of salaried employees to assume administrative responsibilities and to perform duties as may be required by the provisions of the agreements and contracts.

### **SECTION 2 – POWERS AND DELEGATIONS OF POWERS**

The President of the Board, with prior approval of the Board of Directors, shall have the power and authority to enter into agreements or sign contracts in the name of the organization.

### **SECTION 3 – EXECUTIVE DIRECTOR**

The organization shall have an Executive Director responsible for the day-to-day activities of the organization. The Executive Director shall be appointed and discharged by the Board of Directors. The Executive Director shall conduct the services of the organization under the direction and supervision of the Board of Directors. It shall be the duties of the Executive Director to:

- a. Manage and supervise the development and activities of projects or programs as prescribed, thereabout in the decision of the Board of Directors
- b. Select or hire, promote or discharge employees with final approval of the Board of Directors.
- c. The Executive Director shall have power of Signature and agreement or contract negotiation upon delegation of power by the Board of Directors.
- d. Report the development and progress of all projects or programs to the Board of Directors; and
- e. Perform other duties as may be assigned by the Board of Directors

## **SECTION 4 – CONFLICT OF INTEREST**

In the selection or hiring process of salaried employees (Section 1 & 3) the Board of Directors and the Executive Director shall observe the “conflict of interest” provisions.

The Board of Directors and the executive Director who are vested with the power of authority to select or hire salaried employees shall not select or hire any candidate/s who is (are) their immediate family member(s).

Elected Director should avoid business with the organization, if an elected Board of Directors has financial interest in an item under consideration, the Directors must identify that interest. In that case, the Director will be excluded from discussion and voting on that particular issue; and

Should a grantor organization of which the organization enters into agreement or signs contract with, have more restrictive policies, their restrictions shall be controlling.

## **ARTICLE 7: MEETING**

### **SECTION 1 – BOARD MEETING**

The Board of Directors shall meet periodically as designated and approved by the members of the Board of Directors.

### **SECTION 2 – QUORUM**

The quorum shall consist of fifty percent (50%) plus one of the totals Board Membership. In the absence of a quorum the President of the Board shall call a second meeting within 14 (fourteen) days. Notice of second meeting shall be sent to Board members in writing or in facsimile. The second meeting shall proceed regardless of quorum with a minimum of five (5) Board members present.

### **SECTION 3 – SPECIAL MEETING**

The President of Board of Directors or one third of the Board of Directors may call for a special meeting.

### **SECTION 4 – DECISION**

All decisions of the Board of Directors, with the exception of bylaws amendment, shall be made by majority (50%) plus one of members present.

## **ARTICLE 8: FININCIAL REGULATIONS**

### **SECTION 1 – FUNDING SOURCES**

The organization shall obtain its funding for its activities from the following sources:

- Annual membership fee
- Grants from County, State and Federal Agencies
- Grants and donations from private individuals, private agencies and religious organizations
- Fundraising activities
- Other funding sources

### **SECTION 2 – BOOKS OF ACCOUNT**

The organization shall keep appropriate accounts of its receipts, expenditure and properties. The President of the Board may decide on any expenditures not exceeding five hundred dollars (\$500.00). Expenditures exceeding \$500.00 shall have the approval of the Board of Directors. The Board may decide to increase this amount when necessary.

### **SECTION 3- CHECKS AND NOTES**

Checks, drafts or promissory notes shall have at least two signatures. They shall be signed by the Treasurer and countersigned by the President of the Board, Vice President of the Board, or the Executive Director of the Corporation. The Board can change signatories when necessary. The authorization shall be made in writing.

### **SECTION 4 – INSPECTION RIGHTS**

Any member of the Board of Directors shall have the right to inspect the books of account or other financial records of the organization at reasonable times. Request should be made in writing.

### **SECTION 5 – INDEMNITY FOR DIRECTORS AND OFFICERS**

This organization shall indemnify any person who was or is a party or threatened to be made a party to any pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative by reason of the fact such person is, or was a Director or Officer of this organization, for expenses including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he/she reasonably expected to be in the best interest of the organization; and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Board of Directors may expend organizational funds to provide liability insurance for persons serving as officer or Director of this organization against expenses and liabilities that may arise as a result of their service.

## **SECTION 6 – RESIGNATION FROM BOARD MEMBERSHIP**

Any member of the Board May resign from function provided that he/she inform in writing at least 60 days prior to the date of resignation, in order to give the organization reasonable time to nominate a substitute. Member resigned from function may retain membership in the organization unless he/she submitted written resignation from membership as specified in this section.

## **ARTICLE 9: TERMINATION OF BOARD MEMBERSHIP**

Members who have failed to comply with these Bylaws and the stated purpose of the organization may be terminated by the Board of Directors. Termination of membership shall be decided by at least 2/3 of the Board members present at the meeting. Members who are absent from Board meetings three consecutive times in one fiscal year without proper justification shall be considered as a voluntary resignation.

## **ARTICLE 10: AMENDEMENT OF BYLAWS**

These Bylaws shall be amended by two third (2/3) vote of all members of the organization in a monthly meeting after 30 days written notice of the proposed amendment.

## **ARTICLE 11: DISSOLUTION OF THE ORGANIZATION**

### **SECTION 1 – PROFITS AND PROPERTIES**

Upon dissolution of the organization, no member of the Board shall have the rights to earn and receive any profit or property of the organization. All members shall agree, whether voluntarily or involuntarily, that after all debts are satisfied the Board of Directors distribute the remaining assets to similar humanitarian organization or associations as required by Article of Incorporation.

## **ARTICLE 12: FISCAL YEAR OF THE CORPORATION**

The fiscal year of the organization shall begin on the first day of July and the end of the last day of June in each year.

### **ARTICLE 13: EFFECTIVITY OF THIS BYLAW**

I, the undersigned, certify that I am the presently elected Secretary of the Ethiopian Community Services, Inc., a California non-profit organization, and these amended Bylaws are the Bylaws of the organization as amended at a meeting of the Board of Directors held on March 21, 2021.

### **Glossary:**

1. Organization means Ethiopian Community Services, Inc.
2. Ethiopian means a person who is native Ethiopian or of Ethiopian ancestry with legally issued identifying documents.
3. Ethiopian ancestry means a person who is a native Ethiopian and citizen of another country or a descendant of Ethiopian-born parents, including adopted children.
4. Family means a group of one or more parents and their children living together as a unit, including family members that live in the household.
5. A person/an Individual means a person who can enter contracts independently.
6. Majority Vote means 50% plus one of the total votes.
7. A subcommittee may implicitly mean a Board Advisory group.