

Eritrean-American Community Association of Orange County (EACA-OC) Bylaws

ARTICLE I

Section 1. NAME.

The name of the organization shall be "Eritrean-American Community Association of Orange County" (referred to herein as the EACA-OC).

ARTICLE II

Section 1. GEOGRAPHICAL BOUNDRIES

The boundaries of the EACA-OC shall be the same as those established by the county of Orange, California. A map defining those boundaries is attached hereto as Exhibit "A" and incorporated into these bylaws by this reference. When deemed necessary, the EACA-OC may expand its services to surrounding communities of Los Angeles, Riverside, San Bernardino and San Diego counties with proper notice to all members. However, expansion beyond these areas may only be done by making amendments to these bylaws.

ARTICLE III

Section 1. PURPOSE

The purpose and objectives of the EACA-OC shall be to promote the following principles, but shall not be limited to those items:

- A. To create a forum for members to meet and objectively discuss community concerns.
- B. To coordinate and facilitate social events.
- C. To conduct child and adult education programs.
- D. To find and share ways of improving and enriching each members' quality of life.
- E. To provide the community with a two-way communication channel with public agencies and governmental organizations.

The EACO-OC is a non-profit organization. It shall be operated exclusively for local community activities within the meaning of Section 501 (c) (3) of the U.S. Internal Revenue Code. The Association shall receive contributions and distribute its funds for community and educational purposes, as herein set forth. It shall not engage or participate in any political or religious activity. Furthermore, it shall not discriminate, in its activities or among its members, on the basis of politics, race, religion or sex.

ARTICLE IV

Section 1. MEMBERSHIP

Membership shall be open to anyone 18 years of age or older residing, owning property or conducting business within the EACA-OC area of operation. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. Membership will be granted upon signing the official membership register and paying the first month's membership dues (\$10.00 per month per adult). All new members signing up will be required to show proof of eligibility.

Section 1. VOTING

Voting membership will be limited to voters of legal voting age, who have attended at least one of the previous six general association membership meetings in addition to paying their membership dues in full up to the month preceding the voting date.

Action by the EACA-OC shall be by a majority vote of the qualified membership present at any regular or special meeting at which a quorum (see Article VI, Section 2) is present. The Chairman shall verify the vote. The results of the voting shall be reported and made part of the meeting minutes.

In cases where response deadlines preclude action at a regular or special meeting, the EACA-OC may delegate responsibility for taking action to at least two members of the Board. Action shall be taken at a public meeting with proper notice.

ARTICLE V

Section 1. OFFICERS

The officers of the EACA-OC shall include the following:

- a. Chairman
- b. Vice-Chairman
- c. Secretary
- d. Treasurer

Some posts may be combined with other posts by agreement between other Board members.

Section 2. BOARD OF DIRECTORS

The BOARD OF DIRECTORS shall consist of the elected officers and a maximum of five members elected at large to complete a total not to exceed eight (8) Board Members.

Section 3. DUTIES

The CHAIRMAN will preside at all meetings and will appoint committees and delegates as approved by the Board. The CHAIRMAN will be the chief executive officer of the EACA-OC and will have the general supervision and control of the Association's business, subject to the approval of the Board. The Chairman will be an ex-officio member of all standing committees. The committees will report back to the Board and membership.

VICE CHAIRMAN will perform all the duties of the Chairman in his absence.

SECRETARY shall keep minutes of all proceedings of all membership meetings, including a list of names of all persons in attendance as well as the number of members participating in any voting action. The Secretary shall keep a current roster of eligible voting members which includes, name, address, and phone number. The Secretary shall supervise all correspondence; inform and make available to the membership all relevant information about the activities of the Association.

TREASURER shall be responsible for all financial transactions and will keep the membership informed of the Association Financial Status. The Treasurer's records shall be made available to any member or the public as required by law.

BOARD of DIRECTORS. The CHAIRMAN will call for the Board meetings and will preside at the meetings. Board meetings will be conducted in compliance with Article VI, Section 1 of these bylaws.

Section 4. COMMITTEES.

The EACA-OC may create committees as required to promote its purposes and objectives. The Chairman shall select a chairperson for each committee.

Section 5. TERMS OF OFFICE

Offices will all be held for a term of one (1) year, beginning on September 1st. Officers may be re-elected.

Section 6. VACANCIES

A vacancy occurs when an officer resigns, is removed, moves out of the EACA-OC operating area or has more than three (3) unexcused absences from meetings. A vacancy shall be filled by appointment by the CHAIRMAN. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office.

Section 7. ELECTIONS

A NOMINATING COMMITTEE will be appointed by the CHAIRMAN at the June meeting. The Nominating Committee will present a list of candidates for office at the July meeting. Officers will be elected at the August meeting under the direction of the Nominating Committee. Procedure will require asking three times for nominations from the floor, before a membership vote can be called for each office.

ARTICLE VI

Section 1. MEETINGS

Meetings of the EACA-OC shall be held in accordance with the California Public Meetings Laws. Meetings shall be held no less than twice per year, with the annual meeting being held once per year for the purpose of electing officers and such other business as deemed necessary. The Chairman may call special meetings at any time upon the request of two (2) of the officers or any five (5) members of the EACA-OC. The Association shall determine the time and location. Notice of all meetings shall be provided as required by law. Minutes of all meetings shall be kept and shall be available for any member's inspection.

Section 2. QUORUM

A quorum consists of five (5) voting members of the EACA-OC, of which at least two (2) are officers. Quorum shall be present at a meeting in order for the EACA-OC to transact business.

Section 3. MOTIONS

Motions may be voted on by the membership present after they have been seconded.. If the issue to be voted affects the community with diverse expressed opinions, then the motion shall be held over for discussion at future meetings and a second reading of the motion shall be done at an advertised, scheduled meeting. A motion will be passed by a simple majority of the eligible voters. A quorum will consist of those present provided proper meeting notice has been posted.

Section 4. GRIEVANCE

Any person or organization adversely affected by a decision of the EACA-OC or its Board of Directors may submit a written complaint to the Board within 60 days after the decision was made. The complaint will be reviewed by the Board within 45 days after it is received. The complainant will be notified of the time and place of the Board review and will be invited to attend. The Board will rule on the complaint or take appropriate action to effect its resolution within 30 days after the review and will advise the complainant in writing of the action.

Section 5. CONFLICT OF INTEREST

Whenever a board member determines that they have a conflict of interest relating to an item under

discussion, they must inform the Board (membership or Board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. The board member with the conflict of interest may elect to abstain from voting on the transaction

Section 6. BYLAW AMENDMENTS

These BYLAWS may be amended by a two-thirds (66%) vote of the voting members present at any regularly scheduled meeting, provided said proposed amendment was read at a previous general membership meeting. The amended bylaws shall supersede all previous bylaws and become the governing rules for the EACA-OC

Section 7. MEETING AGENDA

BOARD MEETING agendas will be set by the chairman. GENERAL MEMBERSHIP MEETING AGENDAS will be determined by the Board of Directors. Any member may make a motion to add an item to the general agenda of that respective meeting. Adoption of the motion requires a majority vote of the voting members present.

ARTICLE VII

Section 1. DISSOLUTION.

The EACA-OC shall be considered inactive if it fails to meet the requirements of these bylaws. The Association shall only be dissolved by a vote of three quarters (75%) of eligible voters. Should the EACA-OC be dissolved, disbursement of the EACA-OC's funds and/or other assets, if any, shall be to a non-profit organization, preferably within the state of Eritrea. This organization shall be selected by the EACA-OC membership in attendance at the final meeting.

ARTICLE VIII

Section 1. INDEMNIFICATION

EACA-OC agrees to indemnify and hold harmless each Board Member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board Member, including, without limitation, actions taken or omitted by the Board Member consistent with these Bylaws and in furtherance of the business or affairs of EACA-OC. The satisfaction of any indemnification of the Board Members under this Section will be from, and limited to, EACA-OC assets, and the EACA-OC members shall not have any personal liability on account thereof.

Approved by the EACA-OC Board of Directors.

Sahle Gebremariam
Chairman