

ALGERIAN-AMERICAN ASSOCIATION OF GREATER WASHINGTON

BYLAWS

Article I

Name and Main Office

1. **Name.** The name of the Corporation shall be Algerian-American Association of Greater Washington (“Association”).
2. **Office.** The Association’s main office shall be located in the Commonwealth of Virginia or in such other jurisdiction as the Board of Directors, by majority vote, determines. Branch offices may be established in such jurisdiction as the Board of Directors determines appropriate.

Article II

Purposes and Objectives

1. **Purposes.** The Algerian-American Association of Greater Washington is organized exclusively for charitable, cultural, scientific, literary and educational purposes, and it is intended that the Association qualify as an exempt organization under Section 501 (c)(3) of the United States Internal Revenue Code of 1986, as amended (“Code”).

Without limiting the generality of the foregoing, the principal purposes of the Association shall be to:

- A) Facilitate the adaptation of Algerian-Americans and Algerians to the American community while maintaining and fostering their unique heritage.
- B) Provide a community-wide forums and structure within which the members may exchange views and formulate and implement coordinated programs and policies reflecting their common interests and shared concerns.
- C) Foster, through educational programs and other appropriate means, greater awareness, understanding, and appreciation among Algerian-Americans, Algerian residing in the United States and persons of non-Algerian heritage, of the Algerian cultural and ethnic heritage.

- D) Represent and promote the common interests of Algerian-Americans, Algerians residing in the United States, and non-Algerians members, and express, through all appropriate means, their shared concerns and views.
 - E) Contribute to the strengthening of ties of friendship and cooperation between the United States and Algeria, and their peoples.
2. **Implementation of purposes.** The purposes and objectives of the Association may be accomplished by all appropriate means determined by the Board of Directors or membership which are determined to be within the parameters required by law for the Association to become and remain qualified as a tax exempt entity under Section 5012 (c)(3) of the Code, or corresponding provisions of any subsequent federal law, and which are not inconsistent with the Articles of Incorporation, these bylaws, or applicable law.

Article III

Membership and Dues

1. **Membership Generally.** Membership shall be open to all individuals and entities interested in pursuing the objectives of the Association. In the case of families, the husband and wife and their respective dependents (as determined for federal income tax purposes) shall be treated as members of the same class, and such family members who are age 18 or over shall, in the case of Voting Members, each be entitled to vote separately of all others; provided that, notice to any such family member shall be treated as notice to all such family members. The Association need not issue certificates evidencing such membership, and membership shall not be transferable.
2. **Appointment and Election of Members.** The initial members shall be selected at the organizational meeting of the Initial Directors by majority vote. Thereafter, all classes of members shall be elected or appointed by majority vote of the Board of Directors.
3. **Dues.** Payment of such dues as may be established from time to time by the Board of Directors shall be required to retain membership; provided however, the Board of Directors may, in its discretion, waive the payment of dues otherwise payable where it determines the same to be appropriate. No member shall be in good standing or shall be entitled to notice of any meeting or to vote at any meeting if they are not current in the payment of all dues on or before the record date for the meeting.
4. **Classes of membership.** All decisions of the Association as to membership shall be made regardless of consideration of race, color, religion, sex or national origin, and the Association shall have the following classes of membership:
 - A) **Voting Members:** Voting Members shall be individuals or entities who either (i) are selected by the Board of Directors at its organizational meeting or (ii) are Associate Members with one or more years of membership in the Association

who are successfully elected or appointed as provided herein. Only Voting Members in good standing shall be entitled to vote on any matter, and each Voting Member shall be entitled to one vote.

- B) **Associate Members:** Associate Members of the Association shall be individuals or entities interested in contributing actively to the advancement of the objectives of the Association who are elected or appointed as provided herein. These members shall not be entitled to vote, but shall be required to pay dues. Upon completion of one year as an Associate Member, an Associate Member may become a Voting Member as provided for herein.
 - C) **Supporting Members:** Those individuals or entities wishing to support the objectives of the Association shall be eligible to be Supporting Members. Supporting Members shall not vote or pay dues.
 - D) **Honorary Members:** Those individuals or entities who render the Association special assistance towards the realization of its objective shall be eligible to be Honorary Members. Honorary Members shall not vote or pay dues.
5. **Resignation.** A member may resign at any time by delivering notice to the Secretary of the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Notwithstanding the foregoing and unless the directors determine otherwise, the resignation of a member shall not relieve the member from responsibility for paying dues, assessments or other charges which are declared prior to the effective date of the resignation nor shall the member be relieved from the payment of any existing arrearage by virtue of the resignation.
6. **Loss of Membership.** No member may be deprived in whole or in part of rights pertaining to membership without a two-third majority decision by the Voting Membership with or without cause; provided that, a member may be summarily removed from membership by majority vote of the Board of Directors upon his, her or its failure to pay dues and fees of the Association when due.

Article IV

Meetings of the Members of the Association

- 1. **Place of Meeting.** Meetings of the members shall be held at the principal place of business of the Association, unless some other place, within or without of this Commonwealth, is stated in the notice of the meeting. It is intended that all members shall be invited to and be eligible to speak and participate at meetings without regard to class; provided however, that the validity of any action taken shall not be affected by the failure to give notice to any member other than Voting Members in good standing.

2. **Annual and Regular Meetings of the Members.** The Annual Meeting of the Members, for the purpose of electing directors or conducting such other business as may properly come before the meeting, shall be held during last Saturday of April of each year or at such other date, time and place as may be fixed by the Board of Directors and specified in the notice of meeting. The Annual Meeting of the Members shall be followed by the Annual Meeting of the Board of Directors. The Annual Meeting of the Board of Directors shall be open for all Voting Members of the Association to attend, but not participate in, the election of the officers. Written notice of the Annual Meeting and of any Regular Meeting shall state the time and place of the meeting and shall be given not less than ten (10) and not more than sixty (60) days before the date of the meeting. Notice need only be given to Voting Members in good standing.
3. **First Meeting of the Members.** Upon taking office, the new Board of Directors shall call for a First Meeting of the Members within sixty (60) days, to present its distribution of responsibilities among the Board of Directors and offer its program of activities for the upcoming year for debate and discussion by all members. Written notice of the First Meeting of Members shall state the time and place of the meeting and shall be given not less than ten (10) and not more than thirty (30) days before the date of the meeting. Notice need only be given to Voting Members in good standing.
4. **Special Meetings of the Members.** Special meetings of the members may be called at any time and for any purpose by the President or, upon approval by the Board of Directors, by any director or officer. A special meeting may also be convened by one-fourth of the total number of Voting Members who may request in writing to the Secretary and President the call for a special meeting at such time and place and for such purpose as shall be stated in the request, such special meeting to be held thereafter at such time (not less than (10) nor more than sixty (60) days after the receipt of the request) and place as may be determined by the President or the Board of Directors. The Secretary of the Association, upon receiving the written request, shall promptly give notice of such meeting to the Board of Directors and to all members and, if he or she fails to do so within (5) business days thereafter, any member signing such demand may give notice.

Written notice of a special meeting shall provide the time, place and purpose of the special meeting and shall be given not less than ten (10) and not more than sixty (60) days prior to the date of such meeting. Notice need only be given to Voting Members in good standing. Business transacted at any special meeting of members shall be limited to the purpose stated in the notice thereof.

5. **Quorum.** At least ten percent (10%) of the Voting Members in good standing, present in person or represented by proxy at any meeting, shall constitute a quorum for the transaction of business at any meeting of members. If less than a quorum shall be present or represented by proxy at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the Voting Members present, without notice other than by announcement at the meeting, until a quorum shall be present in person or by proxy.

6. **Record Dates.** For the purpose of determining the members entitled to notice or to vote at any meeting of members or for the purpose of any other reason, the Board of Directors may fix, in advance, a date as the record date for any determination of members. In the absence of such date being set by the Board of Directors, the record date shall be thirty (30) days in advance of the date of notice of the meeting or any adjournment thereof.
7. **Vote of Members.** At any meeting of members of the Association, each Voting Member shall be entitled to one vote. Each member having the right to vote may vote in person or by proxy duly appointed by an instrument in writing and subscribed by such member. Except as otherwise required by the Articles of Incorporation, directors to be elected at a meeting of members shall be elected by a majority of the votes cast at such meeting by members entitled to vote in the election, and whenever any corporate action other than the election of directors is to be taken by vote of the members at a meeting thereof, it shall be authorized by a majority of the votes cast at such meeting by the members entitled to vote thereon.
8. **Members' List.** The Secretary shall have charge of the record of members of the Association and shall make the list available for inspection by members at the Associations' registered offices, its principal place of business or at another suitable location during regular business hours at least ten (10) days before each meeting and shall produce the list at the time and place of all meetings. The list shall include the names and addresses of all members in alphabetical order, by class.
9. **Waivers of Notice.** Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.
10. **Organization.** The President shall call all meetings of members to order and shall act as the chair of such meetings. In the absence of the President, the Vice president shall act as a chair. In the absence of the President and the Vice President, the Board of Directors shall designate an individual to act as chair. At all meetings, the chair shall determine the order in which the business properly coming before the meeting shall be considered. The Secretary of the Association shall act as the secretary of all meetings of members, In the absence of the Secretary, the chair of the meeting may appoint any person to act as secretary of the meeting.
11. **Rules of Order.** The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all meetings of the Members of the Association except as to those matters where such rules are inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the Association.

Article V

The Board of Directors

1. **General Powers.** The affairs and business of the Association shall be managed under the direction of the Board of Directors duly elected and constituted as provided herein, and, except as otherwise expressly provided by law or by the Articles of Incorporation or by the Bylaws, all of the powers of the Association shall be exercised by or under the authority of said directors. The Board of Directors may employ any resources they deem necessary, and for which funds are available, to improve the management and programs of the Association; and may authorize the expenditure of the Association funds in any other manner, provided such actions are in the proper furtherance of the objectives of the Association.
2. **Qualifications.** Any individual Voting Member in good standing or the designated representative of any non-individual Voting Member in good standing shall be eligible for election to the Board of Directors. Members of the board of Directors must remain members of the Association in good standing throughout their term of office or be subject to removal.
3. **Composition and Election of the Board of Directors.** The number of directors which shall constitute the entire Board of Directors shall be eleven (11), each of whom shall be an active member of the Association. The number of directors may be increased or decreased by action of a majority of members. The directors shall be elected at the Annual Meeting of the Members for a term of two (2) years, and each director elected shall hold office until his or her respective successor is duly elected, qualified, and takes office. The six (6) successful candidates with the highest vote totals in the 1997 election shall be elected for two (2) years, and the remaining successful candidates with the next highest vote totals shall be elected for one (1) year; thereafter, the election each year shall be for the number of terms expiring at the election year. No director shall be elected to serve more than two consecutive terms.
4. **Removal and Vacancies.** Any director may be removed by a majority vote of the members voting at a meeting at which a quorum is present whether or not for cause. Removal as a director shall also cause the forfeiture of such director's position as an officer, if any. Any vacancy in the authorized number of directors shall be filled by the majority vote of the remaining directors and the director(s) so chosen shall hold office for the unexpired term.
5. **Board of Directors Meetings.** The Annual Meeting of the Board of Directors shall be held each year immediately following the Annual Meeting of members. Regular meetings of the Board of Directors shall be held at such times and locations as may be established by the Board of Directors. The Secretary shall give notice by facsimile, telegraph, letter, telephone, electronic mail or in person, of all meetings of the directors. Notice need not be given of regular meetings held at times and places fixed by resolution of the directors. At least five (5) days' notice shall be given of any Special Meeting or Regular Meeting

not fixed by resolution. Meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the directors need be specified in the notice or waiver of notice of such meeting, except as required in these Bylaws or by applicable law. A director shall be deemed to be present at a meeting if he or she is in audio communication with all other participating directors during the meeting. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors.

6. **Quorum and Voting.** A majority of members of the Board of Directors elected and serving at the time of any given meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A director who is present at a meeting of the directors or of a committee is deemed to have consented to the meeting and the action taken unless he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or to transacting specified business, or unless he or she votes against or abstains from the actions taken. Each director shall be entitled to one vote on all matters. Unless these Bylaws or applicable law provide otherwise, if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the action of the directors. Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of Directors, provided that any action thereafter must be approved by at least a majority of the required quorum for such meeting or as may be required by law or by the Articles of Incorporation.
7. **Election of Directors.** The Initial Directors shall be named by the incorporator or by vote of the members. Thereafter, directors shall be elected by majority vote of the Voting Members voting at a meeting at which a quorum is present. The Nominating Committee (or if there be none, the Board of Directors) shall nominate a slate of individuals for director each year to be elected by the Voting Members. No individual may be elected as a director without his or her prior consent. The election of directors by Voting Members may be conducted in person or by proxy.
8. **Action Without Meeting.** Action may be taken by the directors without a meeting if it is taken by all directors and is evidenced by written consents stating the action taken signed by each director either before or after the action taken. The action so taken is effective when the last director signs the consent unless the consent states a different effective date in addition to stating the date of each director's execution.
9. **Resignations.** A director may resign at anytime by delivering written notice to the President or the Secretary. The resignation is effective when delivered unless it specifies a later effective date. If a later effective date is specified, the members or directors may fill that pending vacancy before the effective date so long as it is provided that the successor does not begin to serve until the effective date of his or her predecessor's resignation.
10. **Order of Business.** The order of business at the meetings of the Board of Directors shall be, as far as appropriate, as follows:

- A. Calling of Roll.
- B. Reading and Disposition of any Unapproved Minutes.
- C. Reports of Officers and Committees.
- D. Approval of Budget and Financial Statements.
- E. Nominations for directors.
- F. Election of Officers.
- G. Election of New Members.
- H. Unfinished Business.
- I. New Business.

Failure to follow the order of business aforesaid shall in no way affect the validity of actions otherwise duly taken.

- 11. **Past President.** The Board of Directors shall have a position known as Past President which shall be filled by the most immediate past president willing and able to serve. The incumbent shall not be a director and shall have no voting privileges. Past President shall be available for advice and counsel to the Board of Directors and perform other duties as may be assigned by the President or the Board of Directors.
- 12. **Rules of Order.** The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all meetings of the Board of Directors except as to those matters where such rules are inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the Association.

Article VI

Committees

- 1. **Committees Generally.** Committees shall be established to assist in carrying out the purposes and activities of the Association. As a minimum, the Association shall have the following committees:
 - a. The Budget and Financial Committee
 - b. Membership Committee
 - c. Bylaws and Legal Committee
 - d. Information Committee
 - e. Social and Cultural Committee

Each committee shall keep written minutes of its meetings to be filed with the Association records, and shall file reports to the Board of Directors within thirty (30) days of each meeting.

- 2. **Committees of Directors.** The Board of Directors shall have the authority in their discretion to establish, appoint and empower an Executive Committee and other

committees which shall have authority to act for the directors. All committees of directors shall be appointed by majority vote of all of the directors, shall be comprised of at least one (1) director and shall be governed by the provisions of Section 13.1-869 of the Code of Virginia, as amended. The Executive Committee shall administer the business of the Association and exercise the full authority of the directors. Notwithstanding the foregoing, neither the Executive Committee nor any other committee of the directors shall (i) approve or recommend to members any action required by law to be submitted to members, (ii) fill vacancies on the Board of Directors or any of its committees, (iii) amend the Articles of Incorporation, (iv) adopt, amend, or repeal these Bylaws, (v) approve a plan of merger, (vi) otherwise take any action required to be taken by the Board of Directors or members.

3. **Other Operating Committees.** The President, with approval of the Board of Directors, may appoint such other operating committees, special committees or ad hoc committees as he or she shall deem desirable to advise the directors, officers and members of the Association.
4. **Term of Committee members.** Members of each committee are appointed annually by the Chairperson of that committee or by the Board of Directors. Each member of a committee shall continue as such until the next Annual Meeting of Members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member of the Association thereof. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable and approved expenses incurred in the exercise of their duties.
5. **Removal and Vacancies.** Any committee member may be removed by a majority vote of the Board of Directors at a meeting at which a quorum is present whether or not for cause. Any vacancy in the membership of any committee shall be filled by the Chairperson or the Board of Directors. The committee member so chosen shall hold office for the unexpired term of his predecessor.
6. **Committee Meetings.** Except as otherwise provided, each committee shall meet at the call of their chair or upon request of a majority of their members. Unless otherwise provided in a resolution from the Board designating a committee's quorum, a majority of any committee shall constitute a quorum for conducting committee business. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Each committee shall file reports with the Board of Directors within thirty (30) days of each meeting.

Article VII

Officers

1. **Officers and Election.** The officers of the Association, who shall be members of the Board of Directors, shall be a President, a Secretary and a Treasurer and, one or more Vice Presidents, if any. Officers may serve in more than one office, except that the offices of President and Secretary and the offices of President and Treasurer may not be held by the same person. The officers shall be elected by the Board of Directors during the Annual Meeting. The Board of Directors may appoint such other officers and agents, as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
2. **Term of Office.** The officers of the Association shall be elected annually by the Board of Directors at the first Board of Directors meeting held after the Annual Meeting of Members. Only members of the Board of Directors with at least one (1) year of tenure on the Board may serve as officers of the Association. The officers of the Association shall hold office for one year terms and until they resign, are removed or are otherwise disqualified to serve, or until their respective successors are duly elected and qualified, whichever occurs first. The officers may not hold office for more than two consecutive terms.
3. **Removal, Resignations, and Vacancies.** Any officer of the Association may be summarily removed with or without cause, at any time, by a resolution passed by affirmative vote of a majority of all of the directors. Resignations are deemed effective when delivered, unless a later effective date is specified in the resignation. The directors by majority vote may fill any vacancy. In the case of a resignation stating a later effective date, the directors may fill the pending vacancy with the successor taking office on the effective date.
4. **President.** The President shall have general supervision over the business of the Association and over its officers, subject, however, to the control of the Board of Directors and to respective power herein expressly granted to and vested in the other officers of the Association. He or she shall preside at all meetings of the members and of directors. Except as otherwise provided by resolution duly adopted at any meeting of the Board of Directors, the President shall, together with the Treasurer, sign for the Association all deeds, leases and other agreements and formal instruments. The President shall be a member ex-officio of all committees.
5. **Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (if any) shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President.

6. **Secretary.** The Secretary shall record all proceedings of meetings of the members and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the committees when required. The Secretary shall generally perform such duties and exercise such powers usually pertaining to the office of Secretary of a corporation, and shall perform such further duties and exercise such powers as may be assigned to him or her by the Board of Directors or the President, under whose supervision he or she shall be. The Secretary shall have custody of the corporate seal of the Association and shall have authority to affix the same to any instrument requiring it, and so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing of his or her signature.
7. **Treasurer.** The Treasurer shall have the custody of the Association Funds and Securities, shall keep full and accurate counts of receipts and disbursements in a book belonging to the Association, and shall deposit all money and other valuable effects in the name and to the credit of the Association, in such depositories as he or she may select; provided that, all or a part of these duties may be performed by other employees or representatives of the Association under the direction of the Treasurer if so requested by the Board of Directors. Except as otherwise provided by resolution adopted at any meeting of the Board of Directors, the Treasurer shall, together with the President, sign for the Association all deeds, leases and other agreements and formal instruments. The Treasurer shall take proper vouchers for disbursements and shall render to the President and to the Board of Directors, at its regular meetings or when the Board of Directors requires, an account of all his or her transactions as Treasurer and of the financial condition of the Association.

Article VIII

General Provisions

1. **Fiscal Year.** The fiscal year of the Association shall end on December 31 of each year.
2. **Corporate Seal.** The corporate seal of the Association shall contain the word "Virginia" and consist of two concentric circles between which is the name of the Association, and in the center shall be inscribed the word "Seal."
3. **Corporate Property.** All property received by the Association, whether by devise or otherwise, shall be exclusively to promote, carry on, and further the activities, objects, and purposes set forth in the Articles of Incorporation and these Bylaws.
4. **Amendment of the Bylaws.** Subject to the Articles of Incorporation and applicable Virginia law, these Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by majority vote of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if such alterations, amendments, repeal, or adoption of new Bylaws be contained in the notice of such special meeting.

5. **Dissolution.** The Association may be dissolved by a vote of more than two-thirds of all the votes cast by the Voting Members at a meeting at which a quorum exists.
6. **Examination of Books.** The Board of Directors shall, subject to the laws of the State of Virginia, have power to determine from time to time whether and to what extent and under what conditions and limitations the accounts and books of the Association, or any of them, shall be open to the inspection of the members or others.
7. **Checks, Notes and Drafts.** Checks, notes, drafts, and other orders for the payment of money shall be signed by the President, the Treasurer, or such other person or persons as the directors from time to time may authorize.
8. **Indemnification.** Subject to applicable laws, the Association shall indemnify and hold harmless any and all persons who may serve or have served at any time as directors or officers or committee members of this Association, or who at the request of the directors may serve or at any time have served as directors or officers or committee members of another corporation, and their respective heirs, administrators, successors and assigns, against any and all expenses, (including but not limited to amounts paid upon judgments, counsel fees and amounts paid in settlement, before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any complaint, action, suit or proceeding in which they, or any of them, are made parties or a party or which may be asserted against them or any of them by reason of their being or having been directors or officers or committee member of this Association, or of such other corporation, except in relation to matters as to which any such present or former director or officer or committee member or person shall be adjudged in any action, suit or proceeding to be liable for his or her own willful misconduct or knowing violation of criminal law in the performance of his or her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of members or otherwise. Notwithstanding the foregoing, the Association shall not be required to indemnify hereunder for any portion of such expenses for which payment is received by or on behalf of the party to be indemnified pursuant to any policy of insurance. The Association may purchase and maintain at its sole expense such insurance as its directors may deem reasonable against all liabilities or losses it may sustain as consequences of the indemnification provided for herein. The directors may agree to indemnify employees and agents of the Association to the same extent provided for herein. The directors may, at any time, expand this Section and indemnify such persons to the full extent provided by the laws of Virginia.

ADOPTED BY THE BOARD OF DIRECTORS EFFECTIVE THIS 14TH DAY OF FEBRUARY, 1993.

AMENDMENTS DULY ADOPTED BY MEMBERS AT A MEETING HELD ON APRIL 27, 1997, TO SUPERSEDE AND TAKE THE PLACE OF THE PREVIOUSLY EXISTING BYLAWS, AND THAT THE FOREGOING AMENDED BYLAWS ARE IN FULL FORCE AND EFFECT ON THIS 27TH DAY OF APRIL, 1997.