

BYLAWS
Heart to Heart Anatolia: (H2HA)

3479 Stewartstown Road Morgantown
WV 26508

EIN: 45-2597709

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section I-1: The name of this organization is Heart-to-Heart Anatolia (H2HA) in English, which corresponds to ‘Gönülden Gönüle Anadolu’ (GGA) in Turkish.

Section I-2: Heart to Heart Anatolia (H2HA) is a nonprofit organization organized under the *West Virginia Code –CHAPTER 31E WV Non-profit Corporation Act* for public benefit and charitable purposes. H2HA’s primary purpose is to bring together people who have a sincere interest in Anatolian culture, including but not limited to its history, language, traditions, folklore, and music. H2HA will present a united and educated front to introduce, teach, promote and sustain Anatolian cultural values along with universalistic, pluralistic, democratic values (see also Section II-5). Specifically, H2HA will aim to fundraise through non-commercial means and activities in order to provide scholarships for individuals to pursue higher education (Bachelors, Masters or Ph.D.) in selected fields that are deemed relevant to Anatolian culture and/or will serve to promote the stated aims or objectives of the Organization (H2HA). Fundraising events may include musical concerts, theaters, and movies relating to Anatolian culture. All of the gained proceeds from such activities will be used for the above stated purpose. Additionally, H2HA aims to establish alliances among other cultural organizations to create mutual understanding.

ARTICLE II – MEMBERSHIP

Section II-1: There shall be three categories of membership. (1) Board of Directors (2) Active voting members, (3) Non-voting associate members.

Section II-2: Board of Directors, here and after referred to as the Board, is responsible for overall policy and direction of the organization. The Board will delegate responsibility for day-to-day-operations to the Executive Director and related committees.

Section II-3: Active voting members are those who participate in the activities of the organizations and who pay their membership dues regularly. The Board Members will be automatically granted active membership status upon election to the Board.

Section II-4: Non-voting associate members are those who contribute to the organization in any manner directly or indirectly, but may not necessarily participate directly in the planned activities.

Section II-5 Qualification for membership Any individual who has genuine interest in Anatolian cultural values, its revival and transfer to the future generations, and who aspires for humanism, pluralism, secularism (unequivocal separation of government and religious affairs), and democracy along with racial and gender equality in all aspects, is eligible to be a member of H2HA. Prospective members are expected to uphold these values, be ethical, respect difference of opinions, and strive to change the world for the advancement of humanity.

Section II-6 Nomination to membership Nomination to membership to the organization can be made by any active member.

Section II-7 Selection of Members: Members to the organization will be selected from qualified nominees by a simple majority vote of the Board of Directors.

Section II-8 Termination of Membership Privileges The membership privileges of any member may be terminated by a two third majority vote of the Board of Directors. The bases for termination must be clearly identified and explained to the member. In general, activities that do not align with this by laws, in spite of repeated warnings by the Board, would constitute reason for termination of membership status. The active membership status of any member will be canceled for not paying membership dues for more than six consecutive months. As for the members of the Board, delinquency for donating at least \$100.00 for more than one year during the three years of service on the Board will result in loss of membership privilege to the Board. (see also Section IV-5) and lead to a vacancy on the Board to be filled during the next election cycle

ARTICLE III -- MEETINGS OF THE MEMBERS

Section III-1: Semi Annual Meetings of the Members: Semi-annual meetings will be held each year. The date time and place of next semi-annual meeting will be set by vote during the previous semi-annual meeting by the participating voting members. These meetings will serve as a means to bring all members together to create an opportunity and a friendly environment where the members will be able to practice in live Anatolian traditions and cultural activities such as singing, dancing, and communicating all with each other. The meetings will be conducted in the spirit of a festival in a relaxing environment so as to enable members to achieve their highest self esteem in relation to their roots from Anatolia.

Section III-2: Special Meetings: Special meeting may be called by the Chairperson, the Executive Committee, or by a simple majority of the Board of Directors, or by a petition signed by at least ten percent of the active voting members.

Section III-3: Notice: The notice of each meeting shall be given to the members by mail or email, not less than one week in advance of the meeting.

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ARTICLE IV – BOARDS OF DIRECTORS

Section IV-1 Board role, size, and Composition: The board is responsible for the overall policy and direction of the Organization. It will consist of up to 12 and no-less than 5 members. The Board members will receive no compensation for their duties other than those ordinary but reasonable expenses that have occurred solely for carrying out tasks deemed necessary for the Organization.

IV-2 Meetings: The Board shall meet at least twice in a year. Normally, these meetings shall take place during the semi-annual meetings. However, if called for by the majority of the members, additional meetings may be held for which the time and place will be determined by the simple majority of the Board members. The board members can also meet using teleconferencing and/or other Cyberspace means.

Section IV-3 Board elections: Election of the members to the board of directors will take place during the second semi-annual meeting. The board members will be elected by a majority vote of the active members from a list of qualified nominees (see Section IV-5).

Section IV-4 Election Procedures: The board members shall be nominated either by petition signed or voted by at least by 10% of the active members, or nominated by a simple majority of the currently serving board members. At least one nominee will be nominated for each vacancy on the Board of Directors.

Section IV-5 Qualifications for board membership: Any active member is qualified to be nominated for the Board with the condition that each nominee must have donated at least \$100 to the organization for the last three consecutive years before the election takes place and continue to do so during the membership to the Board, in addition to satisfying conditions cited in Section II-5 which are necessary for any member.

Section IV – 6 Terms: Board members will serve three year terms, but are eligible for reelection. No Board member will serve more than two consecutive three year terms.

Section IV – 7 Quorum: A quorum is necessary by at least three of the Board members before business can be transacted or motion made or passed.

Section IV- 8 Officers and Duties: There shall be three officers named as the Executive Committee of the Board consisting of a Chair, Secretary/Vice-Chair and the Treasurer, with the following duties:

The **Chair** shall convene regularly scheduled Board meetings as well as the meetings of the executive committee, and preside at each meeting in the following order: Secretary and Treasurer.

The **Secretary/Vice_Chair** shall be responsible for keeping records of the Board actions, taking minutes of the meetings, distributing the minutes and the agenda of the meetings to the
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members, and assuring that written records of all activities are maintained. The Secretary shall also act as the de-facto Vice-Chair in the absence of the Chair.

The **Treasurer** shall report on financial status and matters of the Organization at the semi-annual meetings, assist in preparation of the budget, collect membership dues, help develop fundraising plans and events, and make financial information available to the Board.

Section IV – 9 Vacancy on The Board: If vacancy occurs on the Board, nomination for the new members may be received by the secretary from the Board members at least two weeks before the meeting where the election will take place. The nomination will be sent to all members with the regular meeting announcements. These vacancies will be filled for a regular term of three years.

Section IV –10 Special Meetings of the Board: Special meetings of the Board may be called by the executive committee vote of a simple majority, by a petition signed by at least ten percent of the active members or by a simple majority vote of the Board itself.

ARTICLE V – COMMITTEES

In addition to the Executive Committee there shall be three sub-committees, namely (1) An Oversight committee, (2) Disciplinary Committee, (3) Advisory Committee

ARTICLE VI – AMENDMENTS

Amendment and changes to the by-laws can be made during any meeting by motions and eventual approval by at least two third majority of the active members. The Motions for amendments must first be made to the Board. The Board then votes on the motions to be brought to the attention of the quorum of all the members. A two-third majority vote in the Board is necessary to make the motion to make an amendment to the bylaws.

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AMENDMENT- #1

Statement Required by IRS to be Included in Articles of Incorporation, Restatement or Amendment for 501(c)(3) Status Approval

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt

organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

AMENDMENT- #2

Date: July 03, 2014

This addendum provides additional information to clarify the election procedures and term limits for the members of the Executive Committee.

The members of the Executive Committee, here and after referred to as the EC, will be elected by a simple majority vote of the active members (*as defined in Article II, Section II-3 of the Bylaws*) of H2HA. Nominations to the EC can be made by at least three active members of H2HA, but in order to stand for election, the candidacy of that particular individual must be supported by the simple majority of the current members of the Board of Directors (BOD). An elected EC member can serve at most three consecutive years. At the end of the three-year period elections must be held to replace that particular member. EC Members can be re-nominated after three years of service, but that particular member must step down after six years of continuous service on the EC. In order to be nominated to the EC again, members who had served six consecutive years must wait at least one year.

AMENDMENT- #3

Amendment to the H2HA Bylaws Section IV-5

Date: November 25, 2014

Old Version

Section IV-5 Qualifications for board membership: Any active member is qualified to be nominated for the Board with the condition that each nominee must have donated at least \$100 to the organization for the last three consecutive years before the election takes place and continue to do so during the membership to the Board, in addition to satisfying conditions cited in Section II-5 which are necessary for any member.

New Version:

Section IV-5 Qualifications for board membership: Any active member is qualified to be nominated for the Board with the condition that each nominee must have donated at least \$250 to the organization as a good will gesture before the election takes place, in addition to satisfying conditions cited in Section II-5 which are necessary for any member.

AMENDMENT- #4

Date: November 13, 2018

Background:

To date, H2HA has not specified term limits for the position of the President. Additionally, the roles of the President and the Vice president have not been clearly defined. The following Amendment to the Bylaws clarifies the duties of these two roles, while at the same time specifying their duties and responsibilities.

Term Limits, Election, and Responsibilities of President and the Vice President:

The President shall oversee all operations of the H2HA in collaboration and with consent of the Board of Directors (BOD) as well as the executive committee (EC) members. The President is authorized to represent the corporation in legal matters and sign any legal document on behalf of the BOD. The President will also serve as the Chief Executive Officer (CEO) of H2HA. The Vice-President shall take over all responsibilities of the President when the president is not able to execute his/her duties for any health or other similar unforeseen reasons.

The President shall be elected by the BOD with at least a two-third majority of votes. Only a member of the BOD can be nominated for the position of the President. The President shall serve for a term of seven years. Within three months after this seven-year term, the BOD shall conduct a new election for the position of President. The BOD may decide to have early elections for president but no earlier than three

years by a two-thirds majority vote. Any member of the BOD may be nominated for the position of the president by a simple majority vote of the BOD. The serving President may be re-nominated to the position of the President if deemed necessary by the BOD.

There will be no additional nomination or election process for the Vice-President's position. The Chair of the Executive Committee (EC) shall have the dual responsibility of serving as the Chair of EC and the Vice-president of H2HA simultaneously. In cases when the Chair of EC is not able or not willing to serve as the Vice-President, this duty will be assumed by the Vice-Chair (or Associate Chair) of the EC.
