

BYLAWS (revised July 2020)
Heart to Heart Anatolia: (H2HA)

571 Edwin Boulevard
Shenandoah Junction, WV 25442

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.), primarily in United States and Canada, 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 Chair/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, and when a Board Member completes his/her term, he/she will automatically default to be an active member.

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 after a thorough review of the application material.

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 which do not align with the bylaws, despite 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 three consecutive years. As for the members of the Board, delinquency in payment of membership dues for two consecutive years will result in loss of membership privilege to the Board. (see also Section IV-5).

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 Board. These meetings will serve as means to bring all members together to create an opportunity and a friendly environment where the members will be able to participate live to experience Anatolian traditions and cultural activities such as singing, dancing, and exchange of ideas among each other. The meetings will be conducted in a cordial manner under a relaxing environment to enable members to achieve their highest self-esteem in relation to their roots from Anatolia. If in person attendance is not possible, virtual meetings via social media could be arranged, instead.

Section III-2: Special Meetings: Special meeting may be called by the Chairperson of 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 announced to the members by mail or email, or other means of social media, at least one week prior to the actual date of the meeting.

ARTICLE IV – BOARD 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 twelve and no-less than five members. The Board members will receive no compensation for their duties other than reimbursement of those ordinary but reasonable expenses that have occurred solely for carrying out tasks deemed necessary for the organization.

Section IV-2 Board 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 virtual media tools (i.e. Skype, Zoom, WebEx ect..).

Section IV-3 Board Elections: The board members will be elected by at least two-third majority vote of the active board members from a list of qualified nominees (see Section IV-5

Section IV-4 Election Procedures: Nominations for the Board membership shall be made by petition signed or voted by at least 10% of the active members or nominated by a currently serving board member and seconded by at least two other active Board members.

Section IV-5 Qualifications for board membership: Any active member of the organization is qualified to be nominated for the Board with the requirement that each nominee must have donated a reasonable amount of funds (e.g. two times the currently determined annual membership dues in a given calendar year) to the organization as a goodwill gesture before the election takes place, in addition to satisfying conditions cited in Section II-5.

Section IV – 6 Terms of Service: Board members will serve three-year terms but are eligible for reelection after three years of service. No Board member will serve more than two consecutives three-year terms. (See Article-VI). However, if the Board has the critical minimum number of five members at the time when one or more members need to resign, those members shall continue serving until replacement member(s) is(are) voted in.

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

Section IV- 8 Officers, Duties and Election Procedure:

- President and Vice President: A president will be elected to oversee overall activities of the organization in collaboration with the Board and the Executive Committee. A vice-president will be appointed by the Executive Committee to assist the President (see Article-VI for more details)
- Executive Committee
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 over 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 all members of the organization, and assuring that written records of all activities are maintained. The Secretary shall also act as the de-facto Vice-Chair to conduct business 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.

The members of the Executive Committee (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 the organization, but in order to stand for election, the candidacy of that individual must be supported by the simple majority of the current members of the Board. An elected EC member can serve up to three consecutive years without an election. 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. However, after serving two consecutive terms of six years in total, that member must step down. In order to be nominated to the EC again, members who had served six consecutive years must wait at least one year before they become eligible for re-election.

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 with a 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 - 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). The President is authorized to represent the corporation in legal matters and sign any legal document on behalf of the BOD also with informed consent of the BOD and EC. 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 unforeseen reasons.

The President shall be elected by the Board with at least a two-third majority of the votes. Only an active member of the Board 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 Board shall conduct a new election for the position of President. The Board may decide to have early elections for president but no earlier than three years by a two-thirds majority vote. Any member of the Board may be nominated for the position of the president by a simple majority vote of the Board. 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 of the EC.

ARTICLE VII – 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 a motion to amend to the Bylaws.

ARTICLE VIII – 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.