

**BYLAWS OF THE
ETHIOPIAN COMMUNITY ASSOCIATION
OF
GREATER PHILADELPHIA
(ECAGP)**

ARTICLE 1

NAME, PURPOSE, ORGANIZATION, AND OFFICE

Section 1.01: Name

The Name of this Association shall be the Ethiopian Community Association of Greater Philadelphia (ECAGP).

Section 1.02: Purpose

The purpose of The Association shall be to serve the needs of the Ethiopian Community in the Greater Philadelphia as follows:

- (1) Address the social, cultural, educational, and economic needs of the Ethiopian community.
- (2) Preserve, promote, and celebrate Ethiopian heritage, culture, and traditions.
- (3) Promote mutual support, cooperation, and solidarity among members.
- (4) Encourage civic engagement and community service.
- (5) Provide a forum for discussion, collaboration, and collective action.
- (6) Support inclusivity, transparency, and democratic decision-making.

The Association is nonpartisan and will refrain from political, religious and ethnic advocacy.

Section 1.03: Organizational Structure

A Board of Directors and the Officers of the Board shall be elected by due-paying members and shall carry out specific functions and duties as outlined and mandated in these Bylaws.

Section 1.04: Office

The office of this Association shall be in the Greater Philadelphia area at 4400 Chestnut Street Unit 1, Philadelphia PA 19104. The Board of Directors has the right to change the location of the Association, as part of its overarching responsibility for strategic direction and management.

ARTICLE 2

MEMBERSHIP

Section 2.01: Members.

A person shall be eligible to be a member of this Association if he/she is Ethiopian, or of Ethiopian descent, or married to an Ethiopian or of Ethiopian descent and lives within the Greater Philadelphia area, pays the annual membership fee of \$50.

Married couples should pay membership fee of \$50 jointly and both will be members with all the membership rights and responsibilities.

A member who meets all the membership criteria under section 2.01 shall be called a due paying member and shall have the right to vote or be elected for office.

Section 2.02: Youth Members.

Youth under the age of eighteen who meet Section 2.01 membership criteria may become nonvoting youth members without paying dues.

Section 2.03: Honorary Members.

The Board of Directors, by a simple majority vote, shall have the right to confer honorary membership upon certain people or groups of people who have made or could make significant contributions to the association. Such membership is given to those who do not qualify for membership as defined under section 2.01. Honorary members shall not have voting rights.

ARTICLE 3

MEETINGS OF MEMBERS

Section 3.01: Annual General Meetings.

Members shall meet once a year in the spring on the 1st Sunday of May for general membership meetings. During this meeting, the Board of Directors shall present its annual report, update of any community projects, update from committee members' assignments, future plans, and any other updates regarding the association. The dates, times, and locations of these meetings will be announced to the membership at least thirty (30) days in advance of the meeting.

Section 3.02: Special Meetings.

A special meeting shall be called by the Secretary when it is deemed necessary and so instructed by the Board of Directors or by a written request signed by at least fifteen (15) of the regular due-paying members.

A special meeting requested by members should be accompanied by the topic to be discussed and the secretary should call the meeting within three days of receiving the notice. The board needs to notify the general membership at least fifteen (15) days before the meeting date.

Section 3.03: Election Day Meetings.

Election day meeting shall be called by the Election Committee each year on the 1st Sunday of November of each year to conduct and oversee an election of the Board of Directors, Internal Auditor or any other elected roles as needed.

Section 3.04: Quorum and Voting.

A quorum shall be constituted by 30% of the total dues paying membership. This 30% shall include both members physically present at the meeting and those who have assigned a permanent proxy to another member of the Association.

Members may appoint a primary and a secondary proxy to vote on their behalf in their absence. These proxy appointments shall remain permanent until the member formally changes or revokes them in writing.

For major decisions such as acquisition and sale of property as stated in section 9.02, adoption of amendments in section 13.02 will always require a two-thirds (2/3) majority vote of dues-paying members. Dissolution procedure in Section 14.01 will always require unanimous consent from dues-paying members.

Section 3.05: Rules and Procedures of Meetings.

At all meetings, the Chairperson, or in his/her absence, the Vice Chairperson, shall chair the meeting. All meetings shall be run in accordance with Robert's Rules of Order (Reference: https://assembly.cornell.edu/sites/default/files/roberts_rules_simplified.pdf)

ARTICLE 4

BOARD OF DIRECTORS

Section 4.01: Powers.

All activities and affairs of the Association shall be managed and controlled by the Board of Directors, who shall have appropriate and legitimate powers to exercise these functions.

Section 4.02: Number of Directors.

The number of Directors on the Board shall be seven

Section 4.03: Election and Term of the Office.

All board of directors shall be nominated and elected by dues-paying members for a three (3) year term.

Section 4.04: Resignations.

Any Officer may resign from their position, provided he/she presents a formal written resignation letter with an explanation as to why they are doing so and with the acceptance of such request by the majority of the board of directors.

Section 4.05: Removal.

Any Director who has missed three (3) consecutive meetings without reasonable notice or cause shall be declared void of his/her seat on the Board. At a meeting called for the purpose of removal, a majority of the Directors shall remove a Director for professional

misconduct or who has been found derelict in the execution of the responsibilities of his/her office. The Board shall see that the person considered for the removal shall have a right to be present and be heard during all deliberations about his/her case.

Section 4.06: Vacancies.

At all times the election committee should have two extra people elected so as to fill vacancies if the need arises.

Section 4.07: Board of Directors Regular Meetings.

There shall be quarterly meetings of the Board of Directors or as frequent as the board sees the needs. There shall be at least one Annual Meeting of the Board of Directors before the annual meeting of the membership.

Section 4.08: Board of Directors Special Meetings.

Special meetings of the Board of Directors shall be called by the Chairperson of the Board, or a majority of the Directors should the need arise. Notice of the special meeting must be given twenty-four (24) hours in advance.

Section 4.09: Board of Directors Quorum and Voting.

A majority of the voting Board of Directors shall constitute a quorum. Each Board of Directors shall have one, and only one, vote on all matters coming before the Board.

Section 4.10: Surrender of the Association Property Upon Retirement.

Each Officer on the Board, upon leaving the office for any reason, shall deliver to the Board of Directors all books, files, financial statements, papers, or any other property that belongs to the Association.

ARTICLE 5

OFFICERS & DUTIES

Section 5.01: Composition

Officers of the Board shall include:

1. Chairperson
2. Vice Chairperson
3. Secretary
4. Assistant Secretary
5. Treasurer

Officers will be elected every year.

The remaining officers shall have a defined role such as committee liaison, youth and young adults' liaison, community relations, property manager to name a few or any role needed that the Board of Directors see as necessary.

Section 5.02: Chairperson

The Chairperson shall preside at all meetings of the Board of Directors and General Membership of the Association, unless there is a situation where there is a conflict of interest. He/ she shall be a signatory of all documents concerning the property of the Association. He/She Shall be responsible for drafts, checks, notes, orders, or other undertakings for the payment of money from the Association Treasury, and all other documents where his/ her signature shall be lawfully required. The chairperson is responsible for preparing financial statements in collaborating with the treasurer. The Chairperson shall have such other powers as the Board of Directors shall from time-to-time assign. Such power and duty shall not be inconsistent with these Bylaws.

Section 5.03: Vice Chairperson

The Vice Chairperson, in the absence of the Chairperson, shall assume the powers and duties stated in section 5.02. The Vice Chairperson shall have such other duties as the Board of Directors shall from time-to-time assign, in accordance with these Bylaws.

Section 5.04: Secretary

The secretary shall keep a true and accurate record and account of the proceedings of meetings of the association membership, committees, and the Board of Directors. The secretary should have the list of all members of the association at all meetings, make sure the quorum procedure is met and addressed properly, and make

sure all members have signed up for their attendance at all meetings.

He /She shall record all votes, issue notices of meetings and copies of minutes and all official correspondence of the Association as may be directed by the Chairperson or the Board, and record and announce nominations for elections.

The Secretary shall be the custodian of the corporate seal and all books and records of the Association except as may be assigned by the Board from time to time under these Bylaws.

Section 5.05: Assistant Secretary

The Assistant Secretary, in the absence of the Secretary, shall perform all the duties assigned to the Secretary in accordance with these Bylaws.

Section 5.06: Treasurer.

The Treasurer is responsible for overseeing and reviewing financial transactions, ensuring their accuracy, completeness, and adherence to relevant accounting standards for the Board of Directors, depositing all funds into designated institutions, and co-signing all financial transactions. The Treasurer works with the bookkeeper for maintaining financial records and accounts, arranges the annual internal audit and for an external audit every three years, cooperates with the Auditors, and performs other duties assigned by the Board in accordance with the Bylaws.

Section 5.07: Internal Auditor

The Internal Auditor shall be elected by the general membership based on auditing and accounting backgrounds and professional experience. His/her primary duty shall be to audit the financial and real estate assets of the Association, and accordingly to prepare and present an annual audit report to the general membership. The Internal Auditor shall be independent and only accountable to the general membership. He/She shall have unlimited access to examine the financial records of the association. The Internal Auditor shall attend Board meetings as he/she deems necessary in carrying out his/her duties. However, the Internal Auditor will not have voting rights on the board. The Internal Auditor will stay in service unless he/she resigns, or the general membership deems the service is no longer needed.

Section 5.08: Advisory Board of Directors.

The Advisory Board of Directors is appointed by the Board of Directors and serves in an advisory capacity. Members hold a lifetime term unless they resign or are dismissed by the Association. Their main function is to provide expertise and guidance on major decision. Accountability will be to both the Board and general members, depending on the issue at hand. The Advisory Board of Directors shall not have voting rights.

ARTICLE 6

COMMITTEES

Section 6.01: Establishment of Committees

There shall be standing and Ad Hoc committee. The Board of Directors shall appoint due-paying members to committees as the need arises. Committees shall be responsible for carrying out the activities and initiatives assigned to them by the Board of Directors.

- Each committee shall report to the Board on their activities and progress of activities.
- Each committee shall consist of an odd number of members.
- The Executive Director and at least one member of the Board of Directors shall be ex officio members of all committees of the association. The relationship between all the committees and the Board shall be determined by the Board.

Standing Committees

- The Association shall have the following standing four committees:
 - ❖ Membership Committee
 - ❖ Finance Committee
 - ❖ Program Committee
 - ❖ Public Relations Committee

Each standing committee should have written charters approved by the board of directors.

Ad Hoc Committees

- The Board of Directors may establish ad hoc committees as needed to address specific issues or projects.

Section 6.02: Committee Meetings

Each committee shall schedule its meetings dates.

Section 6.03: Committee's Voting.

Committee members shall have only one vote on all matters presented for a vote.

Section 6.04: Committee's Quorum.

A simple majority of any committee shall constitute a quorum.

Section 6.05: Committee's Term of Office.

Each committee member serves for the duration of the committee unless they resign, or the Board of Directors ends their service. The life of the committee will be determined by the board.

Section 6.06: Committee's Vacancies.

Any vacancy in any of the Committees shall be filled by appointment by the Board of Directors.

ARTICLE 7

ELECTION

Section 7.01: Election of Directors.

Directors of the Board shall be elected to three (3) year term by dues-paying members at the election day meeting of the general membership. Nominations for these Officers shall be taken from the membership by the election committee and shall be announced to the members thirty

days (30) in advance of the election (annual) meeting. Incumbent Directors may be nominated for re-election. The election will be staggered.

Section 7.02: Nomination and Election Committee

Due-paying members shall elect five members for the Nomination and Election Committee for a three (3) year term. The Committee shall nominate and conduct elections for the Board of Directors every year at the election day meeting. The Election Committee will oversee the nomination and election process. The committee shall be an independent body. No board member can be a member of the election committee. The election committee is accountable to the general membership only and not to the Board of Directors. To maintain continuity, the election of the election committee members will be staggered, with two (2), two (2), and one (1) member elected each year. The committee should be mindful of the skills needed of the board when soliciting nominations for the new board.

Section 7.03: Nomination of Candidates

Nominations for Board of Directors positions shall be submitted by due paying members to the Election Committee at least thirty (30) days prior to the election. The Election Committee shall verify the eligibility of candidates and prepare a slate of nominees.

Section 7.04: Election Procedures

Elections will be conducted by secret ballot. Ballots must be distributed to all due-paying members at least fifteen (15) days before the election. Members will vote according to section 3.04 rules (Quorum and voting). Board member elections will be staggered, with about one-third (1/3) elected each year.

Section 7.05: Election Results

The Election Committee shall tally the votes and announce the results on the election day. The candidates receiving the highest number of votes shall be declared elected.

Section 7.06: Election of Internal Auditor

The election committee will present a candidate for approval on election day. The auditor will serve until they are willing to or until any member of the organization submits a request for a change to the board and it is approved at the Annual General Meeting.

Section 7.07: Transfer of Power & Transition

Within two weeks of the board election, the sitting chairperson will convene a board transition meeting with all board members-old and new, to discuss the transfer of power, ongoing issues, and asset handover. The sitting chairperson will chair the meeting. The incoming board members term will start immediately after the board transition meeting.

Election of Officers Positions

In the event where the chair of the outgoing board is a candidate for office in the new board, the chairmanship during the election should be given to someone who is not a candidate.

The election proceeds as follows:

- Members of the new board will nominate two (2) individuals for the chairmanship and vice chairmanship position. The highest vote getter will be the chairperson, and the second will be the vice chairperson.
- A treasurer will be elected through the same process. Other officer roles may be filled by nomination or volunteering if there are no objections.
- Outgoing board members serve only as facilitators and will not participate in the nomination and election of officers.

Incoming and outgoing board of directors should make a transparent and smooth transition with each other. Maintaining transparency during a board transition is crucial to making it a smoother, more effective, and trusting process for continuity, clear expectations and improved decision making.

ARTICLE 8

FINANCES & PUBLIC RECORDS

Section 8.01: Fiscal Year.

The Fiscal Year shall run from October 1 to September 30.

Section 8.02: Annual Reports.

Annual reports shall be provided to the members of the Association at their annual meeting.

Section 8.03: Banking

The chairperson and treasurer are the main bank signatories. The secretary should also be approved as a signatory to sign checks if the chairperson or treasurer is unavailable.

Section 8.04: Budget

The Board of Directors shall approve an annual budget for the Association. The budget shall include projected income and expenses for the fiscal year.

Section 8.05: Financial Reports

The Treasurer shall prepare quarterly financial reports for the Board of Directors and an annual financial report for the general membership.

Section 8.06: Audits

The Board of Directors shall arrange for an independent external audit of the Association's financial records at least once every three (3) years.

Section 8.07: Public Records.

The public records of the Association shall be available to dues-paying members of the Association at any time. The private files of members, clients, staff, and officers of the Board shall however be kept with utmost confidentiality.

ARTICLE 9

PROPERTY USE, MANAGEMENT, ACQUISITION, SALE, AND DISPOSITION

Section 9.01: Property Management

The property of the Association shall be managed by the Board of Directors.

Section 9.02: Property Acquisition and Sale

Any property of the Association shall be acquired, sold, or disposed of only through the two-thirds (2/3) majority vote and decision of the due-paying members at a special meeting convened only for this purpose.

Section 9.03: Usage of organizational assets

Members can use the building with the board setting usage guidelines. Distribution list, including Google groups, should be open to all members for posting and receiving messages. The board will have the right to set rules for posting and consequences for violations of the rules.

ARTICLE 10

CONFLICT OF INTEREST

Section 10.01: Definition

A conflict of interest exists when a Board member or officer has a personal or financial interest that could influence their decisions on behalf of the Association.

Section 10.02: Disclosure

Board members and officers shall disclose any potential conflicts of interest to the Board of Directors.

Section 10.03: Recusal

The Board of Directors should avoid conflicts of interest and refrain from introducing political considerations into board decisions. Board members and officers with conflict of interest of any shall recuse themselves from discussions and decisions related to the conflict.

ARTICLE 11

**COMPENSATION OF AND CONTRACTS WITH
DIRECTORS AND OFFICERS**

Section 11.01: Compensation of Directors and Officers.

The Directors and Officers of the Board shall perform their duties without salary or remuneration. The Board of Directors may, however, authorize reimbursement for reasonable expenses incurred in the performance of their official duties.

ARTICLE 12

STAFF

Section 12.01: Administrative and Support Staff

Provides support for daily operations including scheduling, correspondence, data entry and record keeping

Section 12.02: Other Staff

The Board of Directors could hire staff members based on the Organization size, specific focus and needs. Job opportunities should be broadly advertised, and a non-discriminatory and fair process should be used in the selection process.

ARTICLE 13

AMENDMENT OF BYLAWS

Section 13:01: Proposal of Amendments

Amendments to these Bylaws may be proposed by the Board of Directors or by a petition signed by at least ten (10) due-paying members.

Section 13.02: Adoption of Amendment

Proposed amendments shall be submitted to the general due-paying members at least thirty (30) days prior to a vote. Amendments shall be adopted by two-thirds (2/3) vote of the dues-paying members at a meeting specifically called for this purpose and advertised thirty (30) days in advance.

ARTICLE 14
DISSOLUTION

Section 14.01: Dissolution Procedure

The Association may only be dissolved upon the unanimous consent from dues-paying members. This requirement ensures that any decision to dissolve the organization is made transparently, democratically and with full agreement from the membership. All federal and Pennsylvania laws will be adhered to in the process of execution.

ARTICLE 15
MISCELLANEOUS

Section 15.01: Indemnification

The Association shall fully indemnify its Board members and officers to the extent permitted by law against all expenses and liabilities incurred in connection with their service to the Association.

Section 15.02: Non-Discrimination

The Association shall not discriminate based on race, color, religion, sex, national origin, age, disability, or any other characteristic protected by law.

ARTICLE 16
APPLICATION OF THE REVISED BYLAWS

Section 16.01: Application

These revised Bylaws shall enter into force after December 6, 2025, upon ratification by the general membership.

Section 16.02: Revised Bylaws

These revised Bylaws shall hereinafter supersede the previous Bylaws.

Section 16.03: Language

The revised Bylaws shall be written in English and Amharic, and the English version shall have the final legal authority.