

BYLAWS OF ETHIOPIAN COMMUNITY IN MINNESOTA (ECM)

ARTICLE I - NAME

The name of the organization shall be **Ethiopian Community in Minnesota**, here after referred as ECM shall be a nonprofit organization incorporated under the law of the State of Minnesota.

ARTICLE II - OFFICES

II.1 Registered Office: The Ethiopian Community in Minnesota (the "Association."), the current registered principal office is located at Griggs Building: 1821 University Ave. West #S-233 Saint Paul , MN 55104 ,at Ramsey County.

II-2 Change of registered office: The Board (the "Board of Directors of the Association") is granted full power and authority upon the majority members' approval to change the principal office of the Association from one location to another. *The change shall be noted in the Bylaws opposite this section, or this section may be amended to state the new location'*

II-3 Other Offices: The Board (the "Board of Directors of the Association") is granted full power and authority upon the majority members' approval to establish branch or subordinate offices to carry out the activities and purposes of the Association.

X II_4 Seal and Logo: The seal of the organization shall be in the form of a circle and shall bear the name of the organization both in Amharic and English. (And the logo of the organization shall bear the Ethiopian flag with green, yellow, and red colors and a floor that bears green, yellow and red colors people holding it.

ARTICLE III- PURPOSES and our values

III- 1 The purposes of ECM shall be :

III-1.1. To strive for the realization of the importance of the community to Ethiopians and bring Ethiopians together around the community so as to lay ground for communal solidarity.

III-1.2. To enable Ethiopians preserve and develop the value of their time-honored culture and traditions.

III-1.3. To make the necessary arrangements for Ethiopian youth and children to recognize their country's history, culture and language.

III_ 1.4. To create a conducive situation for the achievement of social and economic benefits.

III-1.5. To facilitate the active participation of Ethiopian women in social, economic, and cultural oriented way of living.

III-1.6. To inspire Ethiopians develop their national feelings so as to impart the tradition of tolerance and working together for mutual benefit.

III-1.7. To give advocacy service to represent and promote the interest of the community.

III-1.8. To facilitate a seamless integration of all persons of Ethiopian origin with mainstream American society

III-2. OUR Values:

Nat Z HM

AEM PA

III-2.1 Operate and manage our organization with accountability and transparency.

III-2.2 Celebrate our diversity in gender, age, ethnicity, religion, and political viewpoint, and promote mutual respect.
In the interest of all members, ECM will remain a neutral organization. It does not endorse or promote any particular race, gender, age group, religion, or political viewpoint.

ARTICLE IV- Limitation

IV_1 Ethiopian Community in Minnesota shall not support, participate in, or intervene in any political campaign on behalf of any candidate for public office nor support any particular political ideology. Notwithstanding any other provision of these Articles, the Ethiopian Community in Minnesota shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the 1954 Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law); or, by a corporation, contributions to which are deductible under Section (c)(2) of the 1954 Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE V- MEMBERSHIP.

V-1 Any Ethiopians and Ethiopian Americans interested in furthering the objectives and purposes of the organization and agrees to abide by its bylaws is eligible to be a member.

V-2 The member has the right to elect or to be elected.

V-3 The annual membership fees are:

V-3.1 \$ 120.00 USD for family

V-3.2 \$ 60.00 USD for singles

V-3.3 \$ 30.00 USD for seniors and students

V-3.4 \$0 for those who do not have any income, the criteria for determination will be made by the board of directors V-4 Honorable Members:

V-4. 1 Any person, agent or association who can help advance the cause of the community can be an honorary member.

V-4.2 An honorary member is a non-voting member, but can give advice.

ARTICLE VI ASSEMBLY

VI-1 The supreme organ of the organization is the Assembly; it is composed of all members who fulfilled their duties. The Assembly shall elect the nominating committee, executive committee, board of directors, audit committee, and power transfer council and adopt amendments to the bylaws of the organization, approve the organization's work plan and adopt the auditors' report.

VI - 2. The Assembly has also the power to dissolve the board of directors and executive committee members based on the following misdeeds:

VI-2.1. for a reasonable fact of conflict of interest

VI-2.2. if the community activities are not consistent with the purpose and mission of the ECM

VI-3. In accordance with article XIII, decide on the distribution of the organization's assets in the event of dissolution of the organization.

Nm B HM FA
AEM

ARTICLE VII. MEETINGS OF THE ASSEMBLY

VII-1. **Annual meeting.** The annual meeting of the Assembly shall be on the second week of September, at which they shall transact business as may properly be brought before the meeting.

V-2 The annual meeting is a business meeting open for members only. On the same date, the necessary arrangement can be done to celebrate the Ethiopian New Year.

VII- 3. **Special meetings.** Special meetings of the Assembly may be called by general assembly, chairperson of the assembly, the chairperson of the board of directors, the chairperson of the executive committee, or by the signed request of 20% of the members. However, in exceptional cases, where the chairperson of the Assembly considers that urgent needs of the organization require early action and it is impractical to convene an extraordinary meeting of the assembly, the chairperson may poll the members of the Assembly by mail or any other means on a decided agendas of the meeting. The matter is then decided by a majority of the members casting their ballots within two months.

VII-4. **Quorum.** Two-thirds (2/3) of the members of the Assembly shall constitute a quorum at meetings of the Assembly in first call of the meeting, if quorum is not met, the second call should be made with 50% +1 members presence the meeting will be conducted, if the second call fails, the third call of the Assembly will be the final and the meeting takes place with the members present on that meeting except as otherwise provided by statute or by the articles of incorporation.

VII- 5 **Voting.** When a quorum is present at any meeting, the vote of the holders of a majority of the voting rights in the Assembly present in person shall decide any question brought before such meeting, unless the question is one upon which, by expression provision of the statutes or the articles of incorporation, a different vote is required, in which case such expression provision govern and control the decision of such question.

Each member shall be entitled to one vote on each matter submitted to vote at a meeting of members unless otherwise provided in the articles of incorporation.

The member who has been registered and paid membership fee at least for six months has the right to elect or to be elected.

ARTICLE VIII. BOARD OF DIRECTORS.

VIII- 1. **Election.** The Board of directors shall be elected by a majority of the votes of the members of the Assembly voting in person and are accountable to the assembly. In case of tie votes, the winner shall be selected by the re-vote of members.

VIII-2. **Duty.** The Board of directors shall control and determine the policies, business, and transactions of the organization and may take all measures it deems proper and desirable to promote the purposes and protect the interest of the organization.

VIII-3. **Number.** The Board members shall consists of thirteen (13) directors; of which six will form executive committee. The numbers may be decreased or increased from time to time by the assembly.

VIII- 4. **Term.** New directors shall be elected or said directors may be re-elected for a term of two years or until their successors have been chosen. The vacancies in the executive committee should be filled from the board members for unexpired period of time and approved by the Assembly . 3 and more vacancies at the board of directors should be filled from members by calling special meeting. A director who served two consecutive terms shall become eligible to serve as a director of the organization after the passage of two-years or one term.

VIII- 5. **Removal.** The Board of directors, by majority vote at any regular meeting or at any special meeting, may suspend any person from the office of directors of the organization for a cause against the interest of the organization. Whenever a member, an elected or appointed officer or body has committed a violation, the board of directors shall investigate the matter directly or through a committee and render its report to a meeting of the members whose confirmation or rejection of the report shall be binding.

VIII- 6. **Meetings.**

N.M. [Signature] H.M. [Signature] A.E.M. [Signature] P.A. [Signature]

VIII-6.1. **The board of directors** shall meet at least four (4) times a year, at the time and place designated by a majority of the directors of the organization.

VIII-6.2. **Special meetings of the board of directors** shall be held whenever called, by the chairperson, if any ,by a majority of the directors, or by a majority of the executive committee.

VIII-6.3. **The executive committee** shall meet at least once a month or as more often as deemed necessary by the executive committee members.

VIII- 7. **Waiver by attendance.** Any member of the board of directors and executive committee who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he/she attends for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened.

VIII-8. **Quorum.** No business shall be conducted at any meeting of board of directors and executive committee members unless a quorum shall be met. The presence of majority- two-thirds (50%+1) of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors and executive committee members.

VIII- 9.**Voting.** At all meetings of the board of directors and executive committee members, each member shall have one vote.

VIII- 10. **Vacancies in the Board and executive committee.** Any vacancy in the board of directors and executive committee members occurring during the year through death, resignation, removal or other cause shall be filled for the unexpired portion of the term by a majority vote of the board of directors present at any regular or special meeting of the board of directors and executive committee members. Vacancies at executive committee shall be filled from board members for unexpired period of time until general or special meeting of the members and approved or decided by the assembly. Vacancies 3 and more at the board of directors should be filled from special meeting of the members.

VIII- 11 **Compensation of Board and Executive committee members;** The directors of the board and executive committee members shall not receive any stated salary for their services as directors or executive members, but by resolution of the board of directors travel expenses and honorary payment from project he/she involved in may be allowed. Nothing herein contained shall be construed to preclude any director of the board from serving the organization in any other capacity as an officer, agent or otherwise, and receiving compensation there for.

VIII- 12. **Manner of Acting.** The act of the majority of the board of directors and executive committee members present at a meeting at which a quorum is met shall be the act of the board of directors or the executive committee members.

ARTICLE IX- OFFICERS

IX-1. **Officers.** The officers in the executive committee shall be a chairperson, vice chairperson, secretary, public relation officer, accountant and treasurer .Election of the executive committee takes place by direct vote of the Assembly for each position separately. The executive committee is accountable to the board of directors and the assembly and it functions daily activities of the association as stated below.

IX- 2. **Chairperson.** Being accountable to the board of directors and the assembly, the chairperson shall be the principal executive officer of the organization and subject to the control of the board of directors; shall in general be responsible for the supervision and control of all of the business, other affairs, personnel and property of the organization. He/she shall preside at all meetings of the board of directors and executive committee members. In general, the chairperson shall perform all duties incident to the office of the chairperson and such other duties as may be prescribed by the board of directors from time to time.

IX- 3 **Vice- chairperson.** Being accountable to the board and chairperson : In the absence of the chairperson, or in the inability or refusal to act, the vice-chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of and

N.M H M AA

be subject to all the restrictions upon the chairperson. The vice-chairperson shall perform such other duties as from time to time may be assigned to him/her by the chairperson or by the board of directors.

IX- 4. **Secretary.** Being accountable to the board of directors and chairperson; The secretary shall:

- (i) Keep the minutes of the proceedings of all meetings.
- (ii) See that all notices are duly given in accordance with the provisions of this Bylaws or as required by laws.
- (iii) Be custodian of the records and of the seal of the organization and see that the seal of the organization is affixed to all documents the execution of which on behalf of the organization under its seal is duly authorized.
- (iv) Prepare the agenda for meetings and send meeting announcements to board of directors and /or executive committee members.
- (v) In general perform all the duties incident to the office of the secretary and such other duties as from time to time may be assigned to him/her by the chairperson or by the board of directors.

IX-5 **Accountant** ; Being accountable to the board of directors and chairperson. The accountant keeps accounts of ECM, monitors and records income from members, donations and/or grants or any other income, and all disbursements and liabilities, prepares monthly/periodic financial statements: income statement, cash flow, and balance sheet. The accountant plans and oversees financial resources; signs on checks with chairperson/ vice chairperson

IX- 6. **Treasurer.** Being accountable to the assembly ,board of directors and chairperson: The Treasurer shall:

- (i) Have charge and have custody and be responsible for all funds of the organization;
- (ii) Receive and give receipts for any money due and payable to the organization from any source whatsoever, and deposit all such money in the name of the organization in such banks, trust companies or other depositories as shall be maintained by the organization;
- (iii) Disburse money on behalf of the organization in compliance with Article XII-2
- (iv) Render to the chairman and the board of directors, at quarterly and regular meetings, or whenever they may require it , an account of all the transactions and of the financial condition of the organization;
- (v) Assist in the preparation of the budget and help develop fundraising plans;
- (vi) In general perform all of the duties incident to the treasurer of the organization and such other duties as from time to time may be assigned to him/her by the chairperson or by the board of directors, including maintenance of the financial books and records of the organization.

IX-6. **Public Relation Officer.** Being accountable to the board of directors and chairperson; The public relation officer shall :

- (i) Serve as a liaison officer of the organization with the general public, other community organizations;
- (ii) Serve as an information officer to disseminate community information to the public through mass media; and collect feedback from the community.
- (iii) Organize and coordinate community meetings;
- (iv) Perform other duties as from time to time may be assigned to him/her by the chairperson and board of directors.

ARTICLE X. COMMITTEES

X-1. **Executive Committee.** The Board of directors, being accountable to the Assembly, by resolution adopted by a majority of the board of directors in office, may appoint executive committee to act in the name and with full power of the board in compliance with article IX.

X- 2. **Nominating Committee.** It is accountable to the Assembly, The Assembly nominates and elects a nominating committee of three members . The nominating committee verifies the members eligible to vote and supervise the elections of members of board of directors, executive committee members, power transfer council and the audit committee. It prepares and

N.M. [Signature] H.M. [Signature] A.A. [Signature]

presents to the members of the Assembly a list of candidates, including the names of incumbents who seek re-election. The nominating committee then confirms the outcome of the balloting and reports the result to the Assembly through the chairperson of the nominating committee with a written and signed report to the Board of Directors. The nominating committee should be nominated and elected at the meeting of the general Assembly to run the election process of that assembly. And will be dissolved after the transfer of power between the old and the new leadership of the organization.

X-3. **Other Committees.** The Board of directors may appoint, as necessary, other committees, like fund raising, youth, elders, women committees that consists of not fewer than 3 members.

X-4. **Procedures.** All committees appointed by the board of directors pursuant to article X shall serve at the pleasure of the board of directors. Each such committee may make its own rules or procedures consistent with these bylaws or with rules promulgated by the board of directors and shall meet where and as provided by such rules of by resolution of the board of directors. The majority affirmative vote of the members of such committee is necessary for the adoption of any resolution.

X-5. **Advisory Board.** Board of directors, by resolution or resolutions adopted from time to time, may designate an advisory Board, made up of 5 knowledgeable individuals qualified to assist the board of directors, to advise the Board of directors with respect to policies and programs of the organization.

ARTICLE XI. POWER TRANSFER COUNCIL.

XI-1. **Power Transfer council** : is accountable to the board of directors and the Assembly : the Assembly, during its general meeting, elects prominent and knowledgeable 5 individuals qualified to assist and enable the smooth transition from old board members to new board members for a term of five years

XI-2. **The council** should serve to resolve conflicts may arise during the transition of powers.

XI-3. **In case of transition crisis**, the council shall dissolve the old board members and approve the newly elected board of directors to take over the responsibilities. And report its decision to the assembly.





ARTICLE XII. CONTRACTS.

XII-1. **Contracts.** The Board of directors may authorize any officer or officers or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances contemplated purchase or sale of organization properties, including promissory notes and securities, where the value thereof shall exceed US \$ 500 shall require the consent of at least two-thirds (2/3) of members of the board of directors. However, securities may be rolled over or reinvested in similar instruments upon their maturity without the need for specific approval.

XII-2. **Checks.** All checks, drafts, or other orders of or the payment of money, notes and other evidences of indebtedness issued in the name of the organization shall be signed by chairperson/ vice-chairperson/, and **accountant** of the board of directors. The Board shall also determine the number of signatures required on each check and the ceiling of the amount for which only one signature will be sufficient and the amount of petty cash if and when necessary.

The financial management of receiving and issuing shall be done with the official receipts designed and approved by the board of directors.

XII-3. **Deposits.** All funds received by the organization shall be deposited to the credit of the organization in such banks, trust companies or other depositories as the board of directors may select; and shall be subject to withdrawal on written order by three members of the board specified in this article, section 2.

N.M.  H.M.  A.E.T.  A.A. 

XII- 4. **Books and Records.** The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and executive committee, and shall keep at the principal office a record giving the names and addresses of the board of directors and the officers of the organization. Any person may inspect all books and records of the organization for any proper purpose at any reasonable time.

ARTICLE XIII. Auditing Committee.

XIII-1. **Number and Term.** The auditing committee, being accountable to the Assembly, shall be composed of three members (chairman, secretary and a member) and is elected for a term of two (2) years by the majority votes of the members of the Assembly voting, either in person or by proxy.

XIII- 2. **Duty.** The duty of the auditing committee is to examine the quarterly accounts of the Board of directors and to specify its criticisms and suggestions in writing and to present it to the annual meeting of the organization. The auditing committee shall have the right to make special investigations and in case of irregularities, request board of directors to call the special meeting of the members to submit a report to the special and annual meetings and give copy of the report to board of directors.

ARTICLE XIV. DISSOLUTION.

With 2/3 (two-third) vote of the members, this organization (ECCM) would be dissolved or closed. The ownership and control of all property of whatever kind or character acquired by the organization shall be and remain in said organization and shall not be subject to the control of any individual, any other person or body. Upon the dissolution or disbanding of the organization, or other termination of its corporate existence, that shall be confirmed by the Assembly at its regular or special meetings. The decision of the assembly shall be executed by the board of directors, the property shall be disposed as follows:

- Pay all outstanding bills and obligations of the organization.
- The balance shall be distributed, transferred, conveyed, delivered, or paid over to another charitable, educational, scientific, and /or similar organization(s) whose purposes are compatible with the purposes of this non -profit organization and are exempt under IRS section 501 (c) (3) or corresponding provisions of any subsequent federal laws.

ARTICLE XV. AMENDMENTS

These bylaws may be amended, in whole or in part, at any meeting of the assembly, provided that notice in substance of the nature or the change be stated in the call for the meeting and that two-thirds of those present in person vote in favor of the change. Any proposed amendments by any member or members to these bylaws should be submitted in writing to the members of the Assembly through the Board of Directors at least thirty (30) days prior to the annual meeting of the assembly. The board of directors shall deliberate on the proposal and present it with its recommendation as appropriate to the members of the assembly.

ARTICLE XVI. ENTRY INTO FORCE.

These bylaws shall come into force upon adoption by a vote of two-thirds (2/3) of the members of the assembly. And approved by a vote of two-thirds of the Assembly on October 7, 2017.

The bylaws shall remain deposited in the archives of the Ethiopian Community in Minnesota, St. Paul, Minnesota.