

Friends of Anatolia Public Benefit Corporation

P.O. Box 20511 Stanford, CA 94309

EIN 20-1253666

BYLAWS

ARTICLE 1 - NAME, PURPOSE

Section 1: The name of the organization shall be **Friends of Anatolia Public Benefit Corporation**. The organization shall also operate under the name **Friends of Anatolia (FOA)**.

Section 2: **Friends of Anatolia** is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The vision of **Friends of Anatolia** is to create a model for peace and sustainable democracy in the Middle East by encouraging the growth of Turkish civil society.

The mission of **Friends of Anatolia** is to support the education system in Turkey; to strengthen Turkish nonprofit organizations; and to promote cultural exchange.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the Board of Directors.

Section 2: The Board shall have the authority to establish and define nonvoting categories of membership such as the Advisory Council, Ethics Council and Audit Council.

Section 3: Advisory Council. The sole responsibility of the Advisory Council is to give counsel to the Board of Directors, and its members shall receive no compensation. It is desired that members of the Council have a philanthropic background and be able to maintain personal connections to the organization. They shall further have established and maintain an upstanding reputation in the community. The members of the Council have no voting power, and no fiscal or legal responsibility. The Council shall consist of seven or more members and there is no minimum meeting requirement.

Section 4: Ethics Council. The sole responsibility of the Ethics Council is to advise the Board on matters requiring independent judgment or to help resolve internal disputes. Members of the Council shall have established and maintain an upstanding reputation in the community. The members of the Council shall receive no compensation, have no voting power, and no fiscal or legal responsibility. The Council shall consist of three or more members and shall meet as necessary.

Section 5: Audit Council. The sole responsibility of the Audit Council is to review the yearly account statement and annual budget of the organization to ensure they

remain consistent with the highest standards and practices and are in line with the organization's goals. Members of the Council shall have financial or managerial experience. The members of the Council shall receive no compensation, have no voting power, and no fiscal or legal responsibility. The Council shall consist of three or more members and shall meet as necessary.

ARTICLE III - MEETINGS OF MEMBERS

- Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: Special Meetings. Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors.
- Section 3: Notice. Direct written notice of each meeting shall be given to each voting member not less than two weeks before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the organization, and it delegates responsibility for day-to-day operations to the Executive Director and committees. The Board shall have up to twenty-one and no fewer than seven members. The Board receives no compensation other than reasonable expenses.
- Section 2: Meetings. The Board shall meet at least once a month, at an agreed upon time and place. The language of all meetings shall be English. If a Board member is unable to attend an announced Board Meeting, attendance via conference call, electronic mail or similar virtual presence may be substituted.
- Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.
- Section 4: Organizational Development Committee. The Organizational Development Committee is a standing committee and shall be appointed by the Board to represent diverse aspects of the nonprofit community. The Organizational Development Committee shall have at least two Board members, with the Executive Director as an ex-officio committee member. Committee members shall serve one year terms and can be re-elected to the position. The Organizational Development Committee shall be responsible for developing nominees for Board elections, Board committees, and planning for Board training and leadership development, and any other duties not inconsistent with these duties.
- Section 5: Election Procedures. The Organizational Development Committee shall be responsible for nominating a slate of candidates at least equal to the number of vacancies to be filled each year, seeking to preserve the diversity and balance necessary to enable **Friends of Anatolia (FOA)** to provide policy guidance on the broad spectrum of nonprofit issues. In particular, no less than one third but no more than two thirds of the Directors shall be of Turkish

origin. The nominees receiving the largest number of votes in the annual election shall be elected to those vacancies which exist.

Section 6: Terms. All Board members shall serve one or two-year terms, but are eligible for re-election. The three legal officers of the Board, namely the President, Secretary and Treasurer, shall serve two-year terms. However, no Board member shall serve more than six years consecutively.

Section 7: Quorum. A quorum must be attended by at least five of the Board members before business can be transacted or motions made or passed.

Section 8: Notice. An official Board meeting requires that each Board member have direct notice seven days in advance.

Section 9: Officers and Officer Selection. There shall be five officers of the Board consisting of a President, a first Vice-President, a second Vice-President, Secretary, and Treasurer.

The Board shall elect the President from among its number. The President shall select the remaining Officers, subject to the advice and consent of the Board.

Section 10: Officer Duties. The duties of the Officers are as follows:

The **President** shall convene regularly scheduled Board meetings, and shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: first Vice-President, second Vice-President, Secretary and Treasurer.

The **Vice-Presidents** shall chair committees on special subjects as designated by the Board.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 11: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the vacating Board member's term.

Section 12: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has two unexcused

absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 13: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.

ARTICLE V - COMMITTEES

Section 1: There shall be one executive committee and three standing committees – Finance, Personnel and Organizational Development Committees (see Article IV, Section 4). The Board may create committees as needed, such as for volunteer management, fundraising, programs, public relations, and evaluation. The President appoints all committee chairs, subject to the advice and consent of the Board. All committees except the Executive Committee are open to non-Board members. However, committee chairs must be members of the Board.

Section 2: Executive Committee. The three legal officers of the Board, namely the President, Secretary and Treasurer, serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is the chair of the Finance Committee, which includes at least two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to donors, volunteers, Board members and the public.

Section 4: Personnel Committee and Hiring Policy. The Board as a whole is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

ARTICLE VI - DIRECTOR AND STAFF

Section 1: Executive Director. The Executive Director will be hired by the Board. The Executive Director has the responsibility for the management of the organization, including carrying out the organization's goal and Board's policies. The Executive Director is not a member of the Board, but shall attend all Board meetings, report on the progress of the organization, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were amended by the interim Board of Directors, and approved June 16, 2005.

DEMET YEZGI, PRESIDENT / CEO

KRISTOF RICHMOND, SECRETARY

NATHANIEL CHITTENDEN, TREASURER / CFO