

The following is the official Bylaws of the Arab Center of Washington, as amended and approved by the Special Meeting of the General Assembly, held in Seattle on September 11, 1993 and amended on April 17, 2005.

ARTICLE ONE: CHARTER

Section 1. Name.

This Center shall be incorporated under the laws of the State of Washington and shall be known as the **Arab Center of Washington (ACW)**.

Section 2. Mission statement.

The mission statement of the ACW is *to enhance Washington State through Arab heritage and culture.*

Section 3. Definitions.

In the Bylaws, the following terms shall have the meaning specified here: “Arab community” means citizens of Arab descent and permanent and non-permanent residents from an Arab origin.

Section 4. Objectives.

A. The goals for which the ACW is organized are as follows:

1. To promote Arab heritage and culture.
2. To strengthen relations between the Arab community in the Northwest.
3. To enhance mutual understanding with other communities and the society at large.

B. To achieve these objectives the ACW shall:

1. Organize events towards the advancement of Arab cultural heritage.
2. Provide opportunities for members to learn about and share in our Arab heritage.
3. Represent our Arab heritage through participation in local and regional events.
4. Coordinate activities and cooperate with other Arab groups and organizations.
5. Organize activities to raise funds to meet the financial needs of the Center.
6. Provide for the establishment of a permanent Center.
7. In all its activities, the Center must make sure that the integrity and positive image of Arab culture are safe guarded in society.

Section 5. Limitations.

The ACW is a non-profit, non-sectarian organization and is not affiliated with any political party. The Center is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 6. Registered Agent.

The Registered Agent of the ACW shall be the Board Director, or an attorney in the State of Washington who is designated by the Board of Directors.

ARTICLE TWO: MEMBERSHIP

Section 1. Eligibility.

Membership is open to persons with an interest in the ACW mission statement and objectives.

Section 2. Application.

Application for membership shall be made in writing on forms provided for that purpose and signed by the applicant. Membership may also be made via the ACW's website Pay Pal system. Any applicant shall become a member upon paying the appropriate membership dues.

Section 3. Types of membership/dues.

- A.** *Family members* are a parent or parents and their dependent household and, for purposes of voting, shall constitute two votes. Members have paid their active membership dues in full and may serve on committees, vote, and be elected to the Board of Directors. Family dues are \$50 per calendar year.
- B.** *Individual members* are members who are at least 18 years of age. Members have paid their active membership dues in full and may serve on committees, vote, and be elected to the Board of Directors. Individual dues are \$30 per calendar year.
- C.** *Student members* are members who are currently in a school situation and can provide recent student ID for verification. Student dues are \$20 per calendar year.
- D.** *Honorary members* are persons who display distinction in the service of the Arab Center, the Arab community, or Arab causes in general. They are recommended and approved by at least three Board of Directors members for honorary membership which shall entitle the member to free annual membership.
- E.** *Low income* members must submit a request to the treasure that their dues be waived because of financial hardships. The "low-income" designation shall be decided by the member himself/herself.
- F.** Annual membership dues are decided by the ACW Board.

Section 4. Duties.

Any ACW member may:

- A.** Serve on committees and offer to take on special assignments.
- B.** Attend board and committee meetings and functions, such as special events.
- C.** Be conversant about the organization's mission, services, policies and programs.
- D.** Inform others about the organization.
- E.** Contact the Nomination Committee with interest to serve on the Board of Directors.
- F.** Act on any motion, initiative or proposal presented by the Board of Directors.
- G.** Special membership meetings shall be initiated by a written petition to the Board of Directors from at least 20 percent of the active members to consider any matter brought to it. The Board of Directors shall take action within a period not to exceed four weeks of the date of receiving the petition at a regularly scheduled meeting. Each member is to be notified by mail at least two weeks before the date of the meeting.

Section 5. Resignation, Termination and Suspension.

- A.** Any member may resign from the ACW upon written notice to the Board of Directors. No refund of dues is to be permitted.
- B.** The Board of Directors shall terminate the membership of a member who fails to pay dues.
- C.** The Board of Directors shall suspend the membership of any member after notifying that member on two successive occasions in writing of his/her misconduct.

- D. Termination of membership due to misconduct shall be decided upon initiation by the Board of Directors or any member and after a two-thirds majority vote of members present in a General Assembly meeting. Any member whose membership is to be considered for termination shall retain the right to ask for a hearing, either before the Board of Directors or before the General Assembly as the member shall choose. The General Assembly shall decide whether the misconduct has been reformed.

Section 6. Re-admission.

Any member affected by Article Two, Section 5.A or 5.B, shall have the right to apply for a new membership.

ARTICLE THREE: GENERAL ASSEMBLY

Section 1. Definition.

The General Assembly is the highest authority in the Center and consists of all the active members of the Arab Center in good standing.

Section 2. Duties.

The General Assembly shall:

- H. Elect the Board of Directors.
- I. Approve any changes in the Bylaws.
- J. Act on any motion, initiative or proposal presented by the Board of Directors or members.
- K. Appoint two members of the Center with accounting experience, or an accounting firm, to audit the Center's financial records.

Section 3. General Assembly Meetings.

- A. A regular meeting of the General Assembly shall be held every year. This meeting shall be held on the first Saturday of February to evaluate all the activities of the past year and to elect the members of the new Board of Directors.
- B. *Special meetings* of the General Assembly shall be initiated by a written petition to the Board of Directors from at least 20 percent of the active members to consider any matter brought to it. The Board of Directors shall take action within a period not to exceed four weeks of the date of receiving the petition. The time and place of such a meeting are to be set by the Board of Directors. Each member is to be notified by mail at least two weeks before the date of the meeting.

Section 4. Quorum.

- A. Any General Assembly meeting shall require a quorum consisting of 51 percent of the active members.
- B. A new meeting shall be scheduled after two weeks if the quorum is not met, and that meeting shall proceed with any number of members present.

Section 5. Voting.

- A. The approval of proposals or resolutions by the General Assembly shall require a majority vote of 51 percent of the members present at that meeting.

- B. Approval of any changes to the Charter or Bylaws shall require a majority vote of at least two-thirds (2/3) of the members present. Proposed changes should be sent to all members two weeks prior to that meeting.

ARTICLE FOUR: ELECTIONS

Section 1. Eligibility.

Only active members present at the General Assembly meeting shall be able to vote and run for open positions on the Board of Directors unless they request in writing a present member of the Board of Directors to do so on their behalf.

Section 2. Nominations.

Nomination to the Board of Directors shall be made by members at the General Assembly meeting. Those who accept their nomination should do so before the General Assembly and briefly state their outlook for the Center.

Section 3. Procedure.

- A. An Election Committee shall be selected at the General Assembly meeting from members not currently running for any position. They shall be responsible for conducting the election and counting of ballots.
- B. Members shall elect the Board of Directors annually to no more than two consecutive two-year terms.

ARTICLE FIVE: BOARD OF DIRECTORS

Section 1. Definition.

- A. The Board of Directors consists of seven members. In order to become eligible for the Board of Directors, a person shall be an active paid member in good standing and shall have legal status in the country. The ACW Board Director and Vice Director must both be US citizens or permanent residents of Arab descent.
- B. Board of Directors may only serve no more than two consecutive two-year terms. The ACW Board Director, however, shall not be re-elected as a director for more than two years.

Section 2. Responsibility of ACW's Board of Directors

- A. Determine the ACW's mission and objectives/purposes.
- B. Select the staff/Executive Director
- C. Support the staff/Executive Director and review performances
- D. Ensure adequate resources
- E. See that resources are managed effectively
- F. Determine and monitor the ACW's programs and services
- G. Enhance the ACW's public image
- H. Serve as a court of appeal
- I. Assess its own performance
- J. Be responsible for the board in carrying out its fiduciary responsibilities, such as reviewing annual financial statements.
- K. Practice confidentiality regarding member addresses and their membership classifications.

- L. Follow the regulation of the ACW's Bylaws.
- M. Follow conflict of interest and confidentiality policies.
- N. Refrain from making special request of the staff/Executive Director

Section 3. Meetings.

- A. The Board of Directors shall meet regularly once a month. Any meeting shall constitute a quorum if at least 51 percent of the members are present, including the Director or the Secretary or the Treasurer. A new meeting shall be scheduled after two weeks if the quorum is not met, and that meeting shall proceed with any number of members present.
- B. Board of Directors meetings are open to all paid members.
- C. Special Board of Directors meetings may be called for by as few as four Board of Directors.
- D. Meetings may not be held without agendas sent out to the Board at a minimum of one week in advance.

Section 4. Voting.

- A. The approval of proposals or resolutions by the Board of Directors shall require a majority vote of 51 percent of the Board present at that meeting.
- B. Approval of any changes to the Bylaws shall require a majority vote of at least two-thirds (2/3) of the members present. Proposed changes should be sent to all members two weeks prior to that meeting.

Section 5. Nominations.

Nomination to the Board of Directors shall be made by members of a committee. Any active ACW member may suggest nominees to be on the Board who can make significant contributions to the work of the board and the ACW. The Nominating Committee shall maintain and update a Board of Directors Manual.

Section 6. Composition.

The Board of Directors shall be composed of seven elected members including:

- A. Board Director
- B. Board Vice-Director
- C. Secretary.
- D. Treasurer
- E. Member at Large
- F. Member at Large
- G. Member at Large

Section 7. Responsibilities

- A. The **Board Director** shall:
 - 1. General: Ensures the effective action of the board in governing and supporting the organization, and oversees board affairs. Acts as the representative of the board as a whole, rather than as an individual supervisor to staff. Execute, with the aid of the Treasurer, all the Center's financial transactions, as approved by the Board of Directors.

2. **Community:** Speaks to the media and the community on behalf of the ACW; represents the organization in the community.
 3. **Meetings:** Develops agendas and presides at board meetings.
 4. **Committees:** Recommends to the board which committees are to be established. Seeks volunteers for committees and coordinates individual board member assignments. Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board. Determines whether executive committee meetings are necessary and convenes the committee accordingly.
 5. **Staff:** Establishes search and selection committee (usually acts as chair) for hiring staff. Convenes board discussions on evaluating the staff and negotiating compensation and benefits package; conveys information to the staff.
 6. **Board Affairs:** Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members. Sign all the official letters of the Center. Respond in writing to any correspondence when needed, with the relevant committees, including the Center email account.
 7. **Registered Agent:** Represent the ACW in all legal issues, as required by the non-profit laws of the State of Washington (unless an attorney has been designated for this function by the Board of Directors) including signing of all Annual Reports.
- B. The Board Vice Director shall:**
1. **General:** Acts as the Director in his or her absence; assists the Director on the above or other specified duties.
 2. **Special Responsibilities:** Frequently assigned to a special area of responsibility, such as membership, media, annual dinner, facility, or personnel.
 3. May become the director-elect.
- C. The Secretary shall:**
1. **General:** Maintain accurate minutes and records of all Board of Directors meetings. Issue minutes of Board of Directors meetings to interested ACW members.
 2. **Committees:** Maintain copies of minutes and records.
 3. Present Board of Directors minutes from previous meetings at a minimum of one week in advance of regularly scheduled monthly Board meetings.
- D. The Treasurer shall:**
1. **General:** Manages the board's review of, and action related to, the board's financial responsibilities. May work directly with the bookkeeper or other staff in developing and implementing financial procedures and systems. Maintain an accurate list of members and their membership dues status.
 2. **Reports:** Ensures that appropriate financial reports are made available to the board. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.
 3. **Finance Committee:** Chairs the Finance Committee and prepares agendas for meetings, including a year-long calendar of issues.
 4. **Auditor:** A separate Audit Committee may be chaired by a different person. Recommends to the board whether the organization should have an audit. If so,

selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees.

5. Cash Management and Investments: Ensures, through the Finance Committee, sound management and maximization of cash and investments. Keep accurate records of all ACW property, showing original price values and depreciation.
- E. The Members At Large shall:**
1. Attend monthly meetings and vote on motions.
 2. Propose ad hoc committees for temporary projects.

Section 8. Resignation and Termination.

- A. A member of the Board of Directors may resign from the Board upon submission of a written letter of resignation to the Board of Directors.
- B. A board member that is obstructing the Board of Directors from functioning effectively can be removed by a two thirds vote at a regularly scheduled meeting. This grounds shall include but not limited to the following:
 1. Being absent, without notification or excuse, from three consecutive Board meetings.
 2. Creating a conflict of interest or unethical behavior.
 3. Discouraging other Board members from participating.
- C. Should a position on the Board of Directors become vacant, the Nominating Committee shall fill this position with another active ACW member.

ARTICLE SIX: COMMITTEES

Section 1. Duties.

Committees shall be formed by the Board of Directors when a need arise. A member from the Board will be made Coordinator and have the following duties:

- A. Meetings: Arrange the time and place of committee meetings at least seven days prior to the scheduled date. Prepare the agenda and preside over committee meetings. Maintain on file written records of all committee meetings, and send copies of these records to the Secretary.
- B. Proposals: Report to the Board of Directors on the status of pending proposals and decisions made by the committee. Submit all proposals approved by the committee to the Board of Directors for comments and approval.
- C. Members: Maintain on file names of committee members. Recruit members to their committee.

Section 2. Committee Regulations.

- A. A committee member is an ACW member who participates in at least three regular, consecutive meetings of the committee.
- B. Committee meetings are open to all members.
- C. Voting. When the committee votes are split even, the side on which the Coordinator casts his/her vote shall prevail.

- D. The Committees that will be developed will first need to be defined clearly in duties that are presented to the Board of Directors. Committee timelines will clear and approved.

ARTICLE SEVEN: FINANCES

Section 1. Income Sources.

The ACW income shall be derived from:

- A. Membership fees.
- B. Donations from the members.
- C. Fund-raising drives and events.
- D. Grants from organizations that are consistent with the laws of the US.

Section 2. Responsibility.

The Board of Directors shall be responsible for the control of ACW funds.

Section 3. Expenditure Restrictions.

- A. All expenditures out of the ACW's general fund shall be limited to the amounts set for those purposes in the budget approved by the Board of Directors.
- B. Any expenditure over the amount of \$300 shall require a resolution by the Board of Directors.
- C. Signature authorization shall be accorded the Board Director, the Vice Director, and the Treasurer. Checks shall require two signatures out of these three.

ARTICLE EIGHT: CENTER CLOSURE

Upon the winding up and dissolution of the corporation, the assets of the corporation remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this corporation is organized, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE NINE: RULES AND PROCEDURES

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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or
- (b) by corporation contributions to which are deductible under section 170
- (c) (2) of Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

All meetings, elections, and activities of the ACW shall be conducted according to the By-laws. Where these do not provide the regulations, the current clarification of rules the Center will refer to the current edition of Robert's Rules of Order on Parliamentary Procedure, as amended where applicable by the Board of Directors, shall be used.

ARTICLE TEN: AMENDMENTS

Proposals for amendments to these Bylaws shall be submitted in writing by any member in good standing to the Board of Directors. The amendment proposals shall be sent to all members for review before the next regularly scheduled Board of Directors meeting. A two-thirds vote shall be necessary for the adoption of any proposed amendment.

END