

Ethiopian Community of Seattle (ECS) Bylaws



8323 Rainer Avenue South

Seattle, WA.

Ethiopian Community of Seattle

(ECS)

Bylaws

We Ethiopian residents of Seattle and the surrounding areas,

- Recognizing our unique historical and cultural heritage,
- Remain cognizant of the linguistic and cultural richness and diversity of our Ethiopian community within the multicultural society of Seattle,
- Recognizing the need for an organization to represent us and provide us with a means to achieve the objectives stated below,

established an Organization to be governed in accordance with the following provisions:

ARTICLE 1: NAME

The name of the Organization shall be the Ethiopian Community of Seattle, (hereinafter referred to as the Organization or ECS).

ARTICLE 2: MISSION, VISION AND GOALS

2.1 ECS's mission is to facilitate a seamless integration of all persons of Ethiopian origin with mainstream American society. Additionally, ECS aims to contribute to the social, cultural and civic life of the Puget Sound Area as well as to assist Ethiopians and Ethiopian-Americans to preserve and share their ancient and rich cultural heritage.

2.2 VISION

ECS envisions a vibrant and active Ethiopian Community in Seattle and surrounding areas. We aim to preserve our rich Ethiopian heritage and to ensure that all members are actively involved and share mutual respect. Our goals include:

- (a) Empowering community members to lead dignified lives in Seattle and surrounding areas.
- (b) Helping mold, guide and mentor the next generation of Ethiopians to be educated, responsible, law-abiding and respectable members of society.
- (c) Extending advocacy services which focus on critical needs in our community, in particular education, job training, and healthcare services. This will be achieved by establishing close partnership with schools, government agencies, employment agencies and healthcare providers.

2.3 OUR VALUES

Guiding us in our mission are our core values:

- (a) Operate and manage our Organization with accountability and transparency
- (b) celebrate our diversity in gender, age, ethnicity, religion, and political viewpoint, and Promote mutual respect. In the interest of all members, ECS will remain a neutral Organization. It does not endorse or promote any particular race, gender, age group, religion, or political viewpoint.

ORGANIZATION

ARTICLE 3: THE BOARD OF DIRECTORS

- 3.0 Except for such powers as may be delegated by the Constitution to members, officers, or committees of the Organization, the management of the business of the Organization shall be vested in its Board of Directors, hereinafter referred to as the Board, which will function in accordance with the following provisions;

- 3.1 The Board of Directors shall consist of fifteen (15) members elected at an Annual General Assembly Meeting (GAM) of the Organization. Eligible members may be co-opted by the Board.
- 3.2 The Board of Directors shall review, analyze and approve the programs and services of the Organization on a regular basis.
- 3.3 The Board of Directors shall review and approve the annual operating budget of the Organization vis-à-vis the programs and services established.
- 3.4 The Board of Directors shall conduct quarterly reviews of the programs, services and operating budget of the Organization.
- 3.5 The Board of Director, in consultation with the Board of Trustees, shall review any and all leases, agreements, promises, debts, loans, and contracts related to ECS property located at 8323 Rainier Avenue South, Seattle WA 98118 (hereafter referred to as Ethiopian Community Center).
- 3.6 The meeting of the Board shall be held as often as the business of the ECS may require, and at least once a month, and shall be called by the Secretary. Fifty one percent (51%) or more of the members of the Board of Directors shall constitute a quorum.
- 3.7 Any member of the Board who wishes to resign shall submit in writing to the President (or if the President, to the Secretary) his/her intention to resign. The Board will consider the resignation at its next meeting.
- 3.8 A special meeting of the Board may be called on the instruction of any three members, provided they request the secretary in writing to call such a meeting and they state the business to be brought before the meeting. A meeting of the board shall be called within ten days notice.
- 3.9 If a maximum of five (5) vacancies occur on the Board in between the General Assembly Meetings, whether through resignation or any other reason, it shall be filled by the Board until the next General Assembly Meeting (GAM). If more than five such vacancies occur the Board shall call an emergency GAM within a thirty-day period.
- 3.10 The Board shall have the authority to utilize the Organization's funds towards the achievement of the Organization's objectives in any manner it

deems fit and shall be responsible and accountable to the General Assembly. The Board has the power to borrow funds from banks or other lenders, pay debts or sign contracts to benefit the Organization.

- 3.11 The Board of Directors shall hire and determine the compensation of any and all employees including subsidiary organization staff which they, at their discretion, may determine to be necessary for the conduct of business of the Organization. It shall review the implementation of the Human Resources policies of the Organization and shall be responsible for the hiring and termination of employment of any person working for the Organization.
- 3.12 The Board shall establish standing committees and other committees as deemed necessary, with such powers and duties as it shall determine from time to time. All standing committees report to the ECS Executive Committee.
- 3.13 The affairs of the Organization shall be managed by the Board. The Board shall have the power to make, alter, amend and delete its rules and regulations for its own government and change its officers and to fill any vacancy that may occur in the Administration.
- 3.14 The office of any member of the Board who is absent from three (3) successive meetings of the Board, or who has missed fifty percent (51%) of the meetings of the Board in any one year, shall ipso facto be vacated unless valid reasons for such non-attendance is acceptable by the Board.
- 3.15 Any Director may be removed for due cause by the affirmative vote of at least three quarters of the Board members attending the meeting. Any such Director shall be entitled to written notice, sent by registered mail, of the meeting at which such removal is to be voted upon and shall be entitled to appear before the Board and to be heard at the meeting. Such notice shall be sent at least five (5) days prior to such meetings.

ARTICLE 4: OFFICERS

4.1 The officers of the Organization shall be the President, the Vice-President, the Secretary, the Treasurer, the Public Relation Officer and such other officers as the Board may appoint. The Board shall elect these officers from among its members. Such election shall be communicated to the members of the Organization by any means of communication no later than 15 days after such an election.

4.2 THE PRESIDENT

- (a) The President shall be Executive Officer of the Organization and shall, if present, preside at all meetings of the Organization and the Board. He/she shall sign all instruments that require his/her signature and shall have the power and perform the duties usually vested in the office of the President and shall have such other powers and duties as may from time to time be assigned to him/her by the Board.
- (b) The President shall appoint chairpersons for special committees and sub-committees as may be required or as he/she may find necessary and shall be a non-voting member of all committees unless otherwise specified by this constitution. The President shall advise the Board about the establishment of such committees and shall seek its approval on the nomination of the chairpersons.
- (c) Unless otherwise specified by the Board, the President shall have full power and authority on behalf of the ECS to vote in person or by proxy at any meeting of the stakeholders of any corporation, organization or institution in which the Organization may have interest and/or is represented.
- (d) The President shall appoint individuals to work as members of an ad hoc committee or a special task force group that will initiate new program inputs and initiatives. Individuals identified to work on the committee or task force should have the necessary skills and contacts. The President shall advise the Board about the formation of such committee meeting
- (e) The President shall call and chair the Executive Committee meeting.

4.3 VICE-PRESIDENT

The vice-President shall be vested with all powers and shall perform all the duties of the President in absence of the President or other duties as assigned by the President.

4.4 THE SECRETARY

- (a) The Secretary shall attend all meetings of the Board and all meetings of the General Assembly and record all such proceedings.
- (b) The Secretary shall issue or cause to be issued notices for all meetings of the members and the Board, have charge of the Minute Book of the Organization sign with the President and other signing officers of the ECS such instruments as require his signature and shall perform such other duties as the term of his engagement call for or the Board may from time to time properly require of him.
- (c) The Secretary shall also collect and record all minutes of the Standing Committees.
- (d) The outgoing Secretary shall be responsible for convening the first meeting of the incoming Board and such a meeting shall be convened within a two-week period.

4.5 THE TREASURER

- (a) The Treasurer shall receive all monies and valuable effects paid to the Organization and shall be responsible for the deposit of the same in a bank which will be selected by the Board.
- (b) It shall be the duty of the Treasurer to verify the accuracy of all bills submitted to him/her and to determine whether such bills arose from work or services properly authorized by the Board or a delegated officer thereof. After having satisfied himself/herself of the accuracy of the bill, receipt of the service or item purchased, the treasurer shall make the payment within reasonable time.

- (c) The Treasurer shall properly account for the funds of the ECS and shall ensure that the accounting books and records are properly kept. He/She shall present a full account of receipts and disbursement to the Board at least quarterly and shall, through the Board submit to the General Assembly a financial statement duly audited by the Audit Committee appointed by the General Assembly.
- (d) The Treasurer shall serve as the chairperson of the Budget and Finance Committee.

4.6 PUBLIC RELATIONS OFFICER

The Public Relations Officer shall be responsible for the following:

- (a) Promoting the works and activities of the ECS in a manner that will serve to attract more members.
- (b) Publishing and distributing information (on the approval of the Board or the President of the ECS) to the members of the organization and/or the general public.
- (c) Publicizing and disseminating the aims and objectives of the Organization.
- (d) Conducting social and cultural activities and special events.

4.7 ELECTION OF THE BOARD OF DIRECTORS

- (a) The Board of Directors shall consist of fifteen (15) members. The term of elected members to the Board shall be four (4) years. For staggering purpose, seven members of the Board shall be designated to serve for the first two years. Thereafter, the General Assembly shall elect seven or eight members alternately every two years.

- (b) Members with at least two years standing shall be eligible for nomination to the Board. Every member of the Organization shall have one vote for each vacancy on the Board at the Annual General Assembly meeting.
- (c) Pending the approval of the upcoming GAM, any co-opted member (per Article 3.9) shall finish the term of office of the individual he/she replaces.

ARTICLE 5: BOARD OF TRUSTEES

ORGANIZATION:

5.1 A Board of Trustees consisting of nine (9) members shall be formed as follows:

- (a) The President and the Vice President of the Board of Directors of ECS shall be members of the Board of Trustees by default. ECS Members shall elect 5 (five) individuals from its general membership. The Board of Directors shall nominate and elect 2 (two) prominent Americans (with no Ethiopian origin) to serve on the Board of Trustees.
- (b) The Board of Trustees reports directly to the General Assembly. The Board of Trustees shall work in consultation with the Board of Directors and the ECS's subsidiaries and affiliates with matters relating to the security and safety of the Ethiopian Community Center Building located at: 8323 Rainier Avenue South, Seattle WA 98118.

5.2 Election and term of office of Board of Trustees:

- (a) Five Board of Trustees candidates are nominated and elected by the General assembly. Any vacancy created due to resignation may be filled by the Board of Directors until the next General Assembly Meeting.
- (b) The five Board of Trustees candidates who are elected from among members shall serve for 7 years.
- (c) Board of Trustees members may be re-elected for another term when their term expires.

- (d) Board of Directors may nominate and elect by a majority vote two local U.S. citizens (with no Ethiopian origin) as members of the Board of Trustees. These two Trustees shall serve for 5 years. The Board of Directors may extend their term in office for another 5 years if it finds this to be in the best interests of ECS.

5.3. Duties:

Board of Trustees shall be the custodian of the real property of ECS within the perimeters defined in these bylaws. This may include overseeing maintenance of ECS properties, risk evaluations, and setting up required protections from possible physical, legal, and other damages and establish minimum standards and requirements for the safe use of the facility.

ARTICLE 6: ADVISORY COUNCIL

- 6.1 The board of directors nominates and elects up to seven (7) advisory council members from diverse backgrounds to serve for a three-year term.
- 6.2 In response to a request from the Board, the Advisory Council makes recommendations and/or suggestions for the progress of the Ethiopian Community in Seattle.
- 6.3 The Advisory Council advises the Board in cultural, social, educational, and legal matters as needed.
- 6.4 The Advisory Council serves as an arbitrator and/or reconciliation committee whenever there is misunderstanding among Board members, standing committee members or members of the general assembly and their families.

ARTICLE 7: EXECUTIVE COMMITTEE

- 7.1 The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Public Relation Officer of the Organization. The Executive Committee shall be responsible for all matters concerning the

day-to-day operations of the organization except those matters specifically reserved for the Board of Directors. The President (Chairperson) shall call and preside at all meetings of the Executive Committee. Three of the members of the Executive Committee shall constitute a quorum at any meeting.

- 7.2 The Board, for operational purposes, shall amend the type of committee that would be formed. Depending upon needs existing at any time, the Board shall form new committees and/or fold or merge existing ones.
- 7.3 Unless otherwise provided by the Board, Executive Committee meetings shall be called by the President of the committee and may be held upon 24 hours verbal or written notice given to the members prior to such a meeting. A majority of the members of any committee shall constitute a quorum.

ARTICLE 8: MEETING OF GENERAL ASSEMBLY

- 8.1 The Board shall call and hold at least one General Assembly Meetings within a year. The General Assembly meeting shall be attended by all members who are registered and at least in good standing 24 hours prior to such meeting.
- 8.2 Annual General Meeting shall take place within 60 days after the end of the fiscal year.
- 8.3 The General Assembly shall have the power to elect the Board of Directors, five of the Board of Trustees, and Audit Committee Members or to remove such Board of Directors or Board of Trustees or Audit Committee members with just cause.
- 8.4 The approval of the members shall be required (a) to amend this constitution or any part thereof, (b) to provide for merger in to or with another corporation, association or organization, (c) to provide for the voluntary dissolution of the Organization or (d) for the sale, long term lease or exchange of real property of the Organization.
- 8.5 Fifty one percent (51%) or more of the members in good standing shall constitute a quorum.

ARTICLE 9: PROCEDURES AND REQUIREMENTS FOR ELECTION

- 9.1 The Board calls the General Assembly at least four weeks prior to the election date.
- 9.2 The Board appoints a seven-member election committee to receive nominations and administer the election. The Board provides guidance.
- 9.3 The Board Schedules the date, time and place for filing nominations and circulates the above information to ECS members at least thirty (30) days prior to the election date.
- 9.4 The Board shall cooperate with the Election Committee in running the election smoothly.
- 9.5 Any two voting members may nominate another member to the Election Committee at least two weeks before the General Assembly meeting.
- 9.6 Voting shall be by secret ballot. Votes must be cast in person and not by proxy or otherwise.
- 9.7 Only members who have been in good standing for a minimum of six (6) months prior to any election shall cast a vote.

ARTICLE 10: AUDIT COMMITTEE

The General Assembly at the Annual General meeting shall appoint an Audit Committee of three (3) members. The Audit Committee shall check the books and records of the organization and report to the General assembly its findings at least once a year at the Annual General Meeting. As the transactions of ECS grow, the General Assembly may approve the hiring of an external auditor.

ARTICLE 11: AMENDMENTS

- 11.1 The 2001 Constitution of the Organization is amended and is hereby replaced by these amended bylaws of 2012. Therefore, all the terms, agreements, provisions, rights and obligations specified herein govern all the affairs of the Organization.
- 11.2 Future Amendments to this constitution shall be submitted in writing to the Secretary over the signature of not less than thirty (30) members of the ECS. The Board shall consider the proposed amendments and make its recommendation to the General Assembly. All such proposed amendments shall be circulated among membership at least 30 days prior to the General Assembly meeting.
- 11.3 Amendments may be presented from the floor during General Assembly.
- 11.4 Amendment, partial removal of articles and rejection of this constitution is not accepted without the voting approval of two-thirds of the membership.

ARTICLE 12: FISCAL YEAR

- 12.1 The fiscal and operational year of the ECS shall be from 1st January to 31st of December.
- 12.2 The books, accounts and records of the ECS shall be audited by Audit Committee as provided under Article 11. The audited financial statement shall be submitted to the General Assembly as part of the Annual report of the Board of Directors.

ARTICLE 13. INDEMNIFICATION 13.1 EXONERATION OF LIABILITIES

In the absence of fraud, gross negligence and bad faith; ECS Board members, the Trustees, officers and members of ECS, and each one of them, shall not be personally liable for any costs, debts, obligations or liabilities of the Ethiopian Community in Seattle. Each Board Member, Trustee and

officer of the organization shall be entitled for indemnification from ECS against all costs, claims, liabilities, fines or penalties imposed upon or asserted against him/her by reason of his/her being or having been Board member, Trustee or officer, provided, however, that no such exoneration or indemnification shall extend to any case in which any liability, fine or penalty is imposed upon him/her by reason of the final judgment of a court of competent jurisdiction adjudging him/her guilty or gross negligence, bad faith, willful and fraudulent misconduct or any criminal offense.

- 13.2 The Organization shall be carried on without the purpose of any financial gain for its members. Any income/return or other accretion to the Organization shall be used in promoting its objectives.
- 13.3 The Directors and other co-opted members shall serve without remuneration, and shall not receive, directly or indirectly any profit from their position as directors or officer or members but may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 14: MEMBERSHIP

- 14.1 Membership shall be open to any person who agrees to abide by the basic principles of the Organization and this Constitution and promises to actively support the aims and objectives of the Organization as set out in this document.
- 14.2 Active Members are persons of families who have made application for active membership to the Organization, paid the prescribed dues,. Family membership will consist of two members, the applicant and spouse, and minor children.
- 14.3 Associate Members are those who support the objectives of the Organization and provide financial and/or other support. Associate members can not vote or be nominated for an office but may attend any General Assembly meeting and are entitled to participate in other activities of Organization. The Board of Directors shall approve the application of Associate members.
- 14.4 Honorary Members are individuals who have rendered financial support and valuable services to the Organization. The Board shall identify such

individuals and present their name to the GAM for approval. Honorary Members are exempted from paying any membership fee. Honorary Members, like Associate members, can not vote or be nominated for an office but may attend the General Assembly meeting and are entitled to participate in other activities of the Organization.

- 14.5 Any member may withdraw from the Organization at any time, without prejudice.
- 14.6 Failure to pay membership fees for over 90 days may result in loss of good standing in the Organization.
- 14.7 Membership fees shall be determined by the Board and may be reviewed by the General Assembly. All membership fees and contribution in kind are non-refundable.
- 14.8 The Board can recommend the expulsion of any member from the Organization for a well founded reason. Any such member shall have the right to attend the GAM discussing his/her expulsion.

ARTICLE 15: CONFLICT OF INTEREST

15.1 It is in the best interest of the Organization to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. The following circumstances shall be deemed to create a Conflict of Interest:

- (a) A director, officer, employee or volunteer, including a board member, (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with ECS for goods or services.
- (b) A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between ECS and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, trustee, representative, receiver, guardian, or custodian.

- (c) A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with ECS.
- (d) Gifts, Gratuities, Entertainment or other favors from individuals or entities can also result in a conflict when the gift/entertainment/favor was intended to unduly influence the duties and responsibilities of the director, officer, employee or volunteer. This does not preclude the acceptance of gifts of nominal or insignificant value which are not related to any particular transaction or activity of ECS.
- (e) Any other situation that may create the appearance of a conflict, in connection with a person who has influence over the activities or finances of the Organization.

15.2 All circumstances of conflict of interest should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interest of the Organization is not compromised.

15.3 **Confidentiality.** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which may adversely affect the interests of the Organization. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of ECS for their personal benefit or the benefit of their family member(s).

15.4 The Board may develop internal policy and guidelines to manage conflict of interest as outlined above.

ARTICLE 16: DISSOLUTION

16.1 The Organization can be dissolved only when consensus is reached by:

- (a) Board of Trustees,
- (b) Board of Directors, and
- (c) Three quarters of the General Assembly authorizes the dissolution of the Organization.

16.2 Upon dissolution of the Organization and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in the State of Washington.

ECS Bylaw First Draft