

# BYLAWS OF THE TRIANGLE LEBANESE-AMERICAN CENTER

## ARTICLE I

### NAME AND PURPOSE

SECTION 1. The name of the organization shall be the Triangle Lebanese-American Center ("TLAC").

SECTION 2. The TLAC shall be a non-profit corporation.

SECTION 3. The main purpose of the TLAC is to serve as a non-religious and non-political organization which provides educational opportunities and promote Lebanese cultural activities such as teaching the Arabic language, folkloric dance, and hosting various educational and cultural workshops. The purpose of the TLAC shall be to educate people of Lebanese descent by birth, ancestry, or marriage, and all others about Lebanese culture and history; to provide an opportunity to discuss and exchange information, ideas, and experiences; and to promote, in general, the interest and welfare of the Lebanese-American community.

## ARTICLE II

### MEMBERSHIP

SECTION 1. Membership shall be open to all who fulfill the annual membership dues requirement.

SECTION 2. Voting membership shall be open to all members who are Lebanese by birth, ancestry, or marriage, and who are current on their membership dues requirement. All other members shall be Associate Members and shall have no voting powers.

## ARTICLE III

### GOVERNING BODY

SECTION 1. The Officers and Board of Directors of the TLAC shall constitute the Governing Body of the TLAC, shall be elected as provided in Article IV, and shall consist of the following:

- (a) Officers: All officers shall be an active, participating member of the TLAC. To serve as an officer, one must have served as a Director for a minimum of two (2) years or one (1) full term, and must be at least 21 years old. If any officer is found not to be active or not participating in a manner that is satisfactory to the Governing Body, then that officer may be removed by a two-thirds vote of the Governing Body at a regularly scheduled or special call meeting.

If any Officer wishes to resign before the expiration of his or her term, then the majority of the Governing Body must accept the resignation and elect a replacement to complete the term, at a regularly scheduled or special call meeting. In order to remove any Officer, two-thirds of the Governing Body must vote in favor of removal.

The Officers of the TLAC shall be as follows:

President  
Vice President  
Treasurer  
Secretary

The Officers shall be elected for two (2) year terms. It is at the discretion of the Governing Board to allow an Officer to hold the same position for more than two (2) consecutive terms.

- (b) Board of Directors: All Board members shall be active and participating members of the TLAC. To serve as a Director, one must be a Voting Member of the organization for a minimum of one (1) year and must be at least 21 years old. If any member is found not to be active or not to be participating in a manner that is satisfactory to the Governing Body, then that Board member may be removed by a majority of the Governing Body at a regularly scheduled or special call meeting.

If any Director wishes to resign before the expiration of his or her term, then the majority of the Governing Body must accept the resignation and elect, by a majority vote, a replacement to complete the term, at a regularly scheduled or special call meeting.

- (c) Governing Body Composition: The Governing Body shall consist of an odd number of Officers and Directors, and shall be no less than three (3) and no greater than thirteen (13) positions.
- (d) Compensation: The Governing Body shall serve without compensation for their services. Nothing herein contained shall be construed to preclude any member of the Governing Body from serving the TLAC in any other capacity and receiving reasonable compensation for such services.
- (e) Confidentiality: The Governing Body shall honor and respect a confidentiality agreement within regularly scheduled and special call meetings. No issues discussed within such meetings shall be discussed with other members of the organization. If any member is found to violate this confidentiality agreement, that member shall be subject to removal by a majority vote of the Governing Body.

#### ARTICLE IV

##### ELECTION AND TERMS OF THE GOVERNING BODY

SECTION 1. The Governing Body shall receive a list of candidates from the Nominating Committee in accordance with the procedures outlined in Article VI, Section 3. The Governing Body shall approve the list of candidates by a simple majority vote no later than August 31. All members shall be notified of the final list of candidates no later than September 1. The members of the organization may present other

names of qualified candidates to contest for any position on the Governing Body. These candidates must be submitted to the Governing Body by e-mail or mail no later than October 1<sup>st</sup>. In the event there are any contested positions, an announced Election Day will be held on the last Sunday of October. On Election Day, the voting members shall cast their vote by secret ballot. Only the names of the contested positions will appear on the ballot. In the event there are no other candidates submitted by members, the candidates submitted by the Governing Body shall be elected to their respective positions by default.

SECTION 2. Terms of the office begin January 1 and end on December 31 of the following calendar year.

## ARTICLE V

### DUTIES OF THE GOVERNING BODY

SECTION 1. The responsibilities and duties of the Officers shall be as follows:

- a. President:
  - i. The President leads, oversees and is ultimately responsible for all functions of the organization, ensuring its continued growth and development, continuity, and financial stability.
  - ii. Responsibilities: provide and foster vision; foster new ventures and committees as appropriate; manage the strategic planning process, guide the plan's implementation, and review the plan; work with the Treasurer to develop an annual budget, and to oversee finances; seek out fundraising opportunities, work with vendors/supporters and government agencies; organize and conduct Board meetings; delegate responsibility and provide support to Committee Chairs; work with the Nominating Committee to recruit new Board members and officers; Represent the organization by negotiating, signing, and managing contracts; ensure that organizational actions conform to by-laws; notify Board members who are not fulfilling their responsibilities
- b. Vice President
  - i. The Vice President plays various leadership roles within the association, assists the president in fulfilling the mission of the organization, and acts in the President's place in his absence.
  - ii. Responsibilities: attend all board meetings; collaboratively guide the organization's day-to-day operations; carry out special assignments as requested by the Board; understand the responsibilities of the President and be able to perform these duties by presiding in the President's absence; participate as vital part of the Board leadership; be available for advice and assistance to fellow board members and other parties
- c. Secretary:
  - i. The Secretary is primarily responsible for the records of the organization.
  - ii. Responsibilities: attend all Board meetings; collaboratively guide the organization's day-to-day operations; maintain accurate and current records;

support the organization's ability to maintain accurate and current records in all other areas

d. Treasurer

- i. The Treasurer has the primary responsibility for management and control of the organization's funds as well as the overall fiscal health of the organization. The Treasurer ensures that proper records are maintained, and that they reflect the current financial condition of the organization. These records include cash, outstanding advances, investments, accounts receivable and other assets, accounts payable, and fund balances.
- ii. Additional Responsibilities: maintain control of the organization's funds; serve as one of two official signatories on invoices and checks; participate in preparing the budget; attend all Board meetings; ensure that accurate books and records of financial condition are maintained; ensure that assets are protected and invested according to organization policy; ensure that comprehensive financial reports to the Board are prepared in a timely and accurate manner; paying and keeping all bills and expenses up to date.

SECTION 2. A list of the Directors and remainder of the Governing Body is hereto attached to this document. The duties and responsibilities are labeled as "Attachment One" to this document.

ARTICLE VI

COMMITTEES

SECTION 1. Any active member is eligible to serve on a Committee.

SECTION 2. The Nominating Committee shall be a standing Committee of the TLAC.

SECTION 3. The Nominating Committee membership shall be finalized no later than September 1 of the second year in the term. The Nominating Committee shall be comprised of three (3) people including the President, and two (2) other members of the Governing Body who are selected at the discretion of the President. The members of the Nominating Committee shall present the names of the candidates to the Governing Board no later than August 31 of that year. Upon approval, the candidates shall be notified of their nomination and may elect to accept or reject their candidacy. The goal of the Nominating Committee shall be to seek a balance between continuity within the Governing Body and recruitment of new Directors and Officers.

SECTION 4. The Governing Body shall have the authority to create any temporary committee that it deems necessary.

ARTICLE VII

MEETINGS

SECTION 1. There shall be at least six (6) regular meetings of the TLAC each year. Each meeting shall be held at a time and place determined by the President of the TLAC.

SECTION 2. Notice of the time and place of each meeting shall be communicated to every voting member. The President shall send the agenda to the Governing Body no less than three (3) days prior to the scheduled meeting.

SECTION 3. Any meeting of the Governing Body where action will be taken shall consist of a quorum of the Governing Body. In the event that a member of the Governing Body misses three consecutive scheduled meetings, they become subject for removal from their position.

SECTION 4. Any action, which may be taken at any meeting of the Governing Body, may be taken without such meeting by one or more written or electronic documents signed by a majority of the Governing Body setting forth the action to be taken. In the event that immediate action is required by the Governing Body in which there has not been enough votes cast by the Governing Body within twenty four (24) hours of notice, and the amount of the action does not exceed five hundred dollars (\$500), the President has the discretion of moving forward with the action. The written action shall be filed with the Secretary of the TLAC and inserted by the Secretary of the TLAC in the permanent records relating to meetings of the Governing Body.

#### ARTICLE VIII

#### FISCAL YEAR

SECTION 1. The fiscal year of the TLAC shall be the twelve-month period ending on the last day of December.

#### ARTICLE IX

#### CONFLICT OF INTEREST

SECTION 1. A member of the Governing Body having a conflict of interest or a conflict of responsibility on any matter involving the TLAC and any other business, organization, or person shall refrain from voting on such matter. No member of the Governing Body shall use his or her position or another member of the Governing Body for his or her own direct or indirect financial gain.

#### ARTICLE X

#### AMENDMENTS

SECTION 1. Amendments of these Bylaws may be made by the voting members of the TLAC at any regular meeting thereof, or at any special meeting called for that purpose. Provided, however, that no such amendment shall be voted upon unless and until a copy of the proposed amendment has been furnished to each active member of the TLAC at least thirty (30) days prior to the meeting at which the same is acted upon. A quorum being present, an affirmative vote of the majority of the voting members present shall be sufficient to adopt such amendment. Proxy votes are not permitted.

SECTION 2. Amendments shall be limited to one (1) every five (5) years.

## ARTICLE XI

### DISTRIBUTION OF ASSETS UPON DISSOLUTION

SECTION 1. All members of the TLAC shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the TLAC, whether voluntary or involuntary, the assets of the TLAC, after all debts have been satisfied, then remaining in the hands of the Governing Body shall be distributed, as the Governing Body may determine for an educational purpose.

## ARTICLE XII

### HISTORY OF TLAC

SECTION 1. The Triangle Lebanese Association was founded in 1986 as a social group to unite the Lebanese-Americans in the Triangle area of North Carolina. The Triangle Lebanese Association was founded to be a non-political and non-religious organization which celebrates, teaches and shares the Lebanese culture.

## ATTACHMENT ONE

### LIST OF DUTIES AND RESPONSIBILITIES OF DIRECTORS WITHIN THE GOVERNING BODY

- a. Education Chair
  - i. The primary responsibilities of the Education Chairperson are to arrange and moderate the educational courses and workshops.
  - ii. Responsibilities: Choose assistants as needed; have program finalized 30 days prior to start date; confirm date and time of classes; ensure all equipment for the classes are obtained and in working order; keep in contact with the teachers and assistants throughout the year; maintain a communication line with parents and students about important messages and events; inviting and arranging cultural speakers to educate at the Learning Center; Create special events to promote the education of Lebanese history and traditions
  
- b. Public Relations Chair
  - i. The primary responsibility of the Public Relations Chair is to communicate information about the organizations to the community, including the media
  - ii. Responsibilities: determine how and when to promote the organization; start publicity for organization's special events; keep the organization visible in the community; report regularly on publicity efforts and results at the board meetings; write articles about public relations activities and results for the newsletter
  
- c. Fundraising Chair
  - i. The primary responsibility of the Fundraising Chair is to develop or review current fund-raising strategies. He will use the mission statement as guidelines to create a strategy that will best benefit the organization.
  - ii. Responsibilities: meeting and networking with organizations in the area, such as chamber of commerce groups, to solicit support for a fundraising activity; recruit and develop volunteers to help with funding events and the organization
  
- d. Recreation Chair
  - i. The primary responsibility of the Recreation Chair is to plan events that focus on community involvement and outreach. Ensure details are set in place for each event and party. Continue to create new events in which community involvement is encouraged and nurtured.
  
- e. Cultural Chair
  - i. The primary responsibility is to maintain and promote a sense of culture throughout the organization. Plan initiatives that increase cultural awareness among members and participants. Spread knowledge of the role diversity plays in our lives. Responsible for working and partnering with other organizations to host collaborative events that increase cultural awareness.
  
- f. Membership Chair
  - i. Responsibilities: Maintain an updated list of all members of the organization. Identify those members who receive the newsletter either electronically or via

mail. Ensure that members are current with their yearly dues. Invite and welcome new members to the organization.

g. Community Outreach and Programs Chair

- i. Responsibilities: Create and maintain a program that reaches out to the community in efforts to encourage them to join the organization. Attend universities, clubs, and community centers in efforts to recruit and welcome new young members to the organization. Act as a liaison between the organization and the rest of the community. Seek out events in the Triangle in which the organization can become involved in. Ensure the organization has a visible presence in the community through various events and festivals.

h. Facility Coordinator

- i. Responsibilities: Ensuring the organization's facility is properly maintained and groomed. Making sure the facility is always in working order, including plumbing, electricity and other essential services. Organizing and maintaining a schedule for the rental of the facility. Maintaining a facility that is welcoming and open for the community.

i. Hospitality Committee Chair

- i. Responsibilities: Ensure that members and non-members are well received at various events and functions. Nurturing a welcoming environment and atmosphere within the organization.