

BY-LAW
OF
ETHIOPIAN
COMMUNITY, INC;
KENTUCKY.
(E.C.K)



ESTABLISHED MARCH, 2020

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Interpretation

- In these By-Laws, unless the context otherwise requires it, all references to inanimate objects will equally address the singular and the plural.
- **Ethiopian and Ethiopian Descent** – Ethiopian by birth or born of Ethiopian parents or their descendants.
- **Society** – The Ethiopian Society of Kentucky state, in the United States of America.
- **ECK (E.C.K)** – Ethiopian Community of Kentucky.
- **General Assembly** – The assembly of the members of the Society where a minimum of 50% of the membership plus 1 (one) member are present.
- **Board of Directors** – a committee comprising individuals elected by the General Assembly of Members, responsible for the day to day function of the Society, authorized to act as a legal representative of the Society and responsible to the General Assembly of Members.
- **Audit Committee** – a committee comprising of individuals elected by the General Assembly of Members, whose purpose is to audit the accounts, financial management and financial transactions of the Society and present the audit report to the General Assembly
- **Ad-hoc Nominations Committee** – a committee comprising of individuals elected by the General Assembly of Members and charged with coordinating the election of Board of Directors and Audit Committee Members as well as managing the transfer of custody of the Society’s assets during the transition of Board of Directors.
- **Executive Committee** – established by and responsible to the Board of Directors and charged with the coordination of the Summer Festival, youth programs, women’s programs, children’s programs, programs for the elderly, the Society’s administrative issues, management of the collection of dues, fees and other financial contributions and all other matters concerning the affairs of the Society as necessary.
- **Members** – individuals who consent to become members and remain members in good standing by agreeing with the purposes of the Society, supporting its functions, adhering by its constitution and by-laws and have keeping their membership dues current.
- **Participating Individual** – an individual who, without being a member, participates in various activities which advance the purposes of the Society at the request of the Board of Directors.
- **General Meeting** – a meeting of the Membership called by the Board of Directors.

Article 1 - Name:

The name of the organization shall be The Ethiopian Community, Inc. of Kentucky, Inc. (ECK)

Article 2 - Legal Formation & Incorporation:

The Ethiopian Community, Inc. of Kentucky, Inc. is a nonprofit entity as defined by Internal Revenue Code (501) (c) (3), formed as a community based organization Incorporated in Louisville, Kentucky on October, 2019.

Article 3 - Who We Serve

As a non-profit organization, ECK strives to be a valuable resource to refugees and immigrants from Ethiopia in the state of Kentucky. ECK provides necessary moral and educational counseling to all native Ethiopians immigrants, children born from Ethiopian-Americans and American families with adopted Ethiopian children. In addition to the above “core” constituents, ECK will partner with other like-minded community organizations in Kentucky which are serving immigrants and refugees from across the world and the community at large.

Article 4 - Purposes, Vision, Mission, Values:

4.1 Purpose: ECK is committed to serving the growing Ethiopian and Ethiopian-American population of Kentucky to empower and enable individuals to successfully integrate and pursue their dreams in their new country and become contributing members of society. Additionally, we strive to connect the larger community with Ethiopians as well as Ethiopian culture and contribution.

4.2 Vision: Maintain a cohesive and cooperative Ethiopian community in the state of Kentucky, preserving our rich Ethiopian heritage, where all members of the community are thriving and successful in pursuing their dreams, while providing mutual support and assistance to each other.

4.3 Mission: ECK’s mission is to create social communication between all persons of Ethiopian origin without regard to religion, political ideology, ethnic origin or gender in their integration into the local community and more broadly the United States. ECK aims:

4.3. a) To further enrich the social, cultural and civic life of the greater Louisville and surrounding area as well as assisting Ethiopians and Ethiopian-Americans to preserve and share their ancient and rich cultural heritage,

4.3.b) To assist and build cultural love and upkeep between all persons of Ethiopian in sickness, death, accidents, emotional and physical traumas as well as giving guidance and advice for financial and family problems.

4.3.c) To guide all persons of Ethiopian with soft training in finding good schools, job, recreational and sporting activities.

4.3.d) To guide and educate Ethiopian youths and teens the social and political values of their new country, to say NO to drugs, alcohol and crime, so that they will be the good citizens of Kentucky as well as the U.S.A.

4.4 Values: Guiding us in our mission are our core values:

- Focus on the critical needs of our community, especially in education, employment, housing and healthcare services by establishing close partnership with schools, governmental agencies, employment agencies, and healthcare providers;

- Develop targeted programs and events to address the needs of new immigrants who are in need of special medical and educational assistance to become functional and remain self-reliant;
- Encourage the younger generation, especially first-generation Ethiopian-Americans to preserve the rich history, language and culture in the American context;
- Promote positive images of Ethiopia and Ethiopians in the larger community.

Article 5 - Funds Financial Source:

5.1 Members contribution: All members are expected to contribute financial and voluntary fundraising services by participation through a monthly membership programs.

5.2 Fundraising activities: Board of Directors with all members will project annual fundraising activities.

5.3 Communication with GOs, NGOs: Board of Directors will implement fundraising programs by researching about government and non-government community assistance programs as well as other nonprofit organizations.

Article 6 - Members Contribution

6.1 Each member has an obligation to respect, implement and ensure implementation of the purposes and By-Laws of the Society.

6.2 Each member is expected to contribute according to his or her capacity to strengthen, enhance and grow the ECK.

6.3 Each member must pay the dues and fees of the ECK in a timely manner.

6.4 Retirees and disabled members will pay 75% of the monthly contribution, however the one time registration fee has to be paid in full by all people who wants to join ECK.

6.5 The one time registration fee \$ ____ and the monthly contribution amount \$ ____ (will be determined by the General Assembly of Members).

Article 7 - Offices and Fiscal Year

7.1 Principal Office: The principal office of the ECK, Inc. shall be located at _____ or at such other place as the Board of Directors shall determine.

7.2 Registered Office: The registered office of the required by law to be maintained in the State of Kentucky, but need not be, identical to the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

7.3 Other Offices: The Corporation may, from time to time, have offices at such places, either within or without the State of Kentucky, as the Board of Directors may designate or as the business of the Corporation may require.

7.4 Fiscal Year: The fiscal year of the corporation shall end on December 31.

Article 8 - Board of Directors ("Board")

8.1 Number: The Corporation shall have a minimum of 5 and a maximum of 7 members of its Board of Directors ("Board Members"). The number may be changed by amendment of these By-Laws, or by repeal of the ByLaws and adoption of new By-Laws, as provided in these By-Laws.

8.2 Powers: Subject to the provisions of the laws of the state of Kentucky, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

8.3 Duties: It shall be the duty of Board Members to:

8.3.a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these By-Laws;

8.3.b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and determine the compensation, if any, of all employees of the Corporation;

8.3.c) Evaluate the performance of the Corporation by supervising all officers, agents and employees of the Corporation to assure that their duties are performed properly;

8.3.d) Represent the Corporation in the community at large;

8.3.e) Give or raise funds;

8.3.f) Meet at such times and places as required by these By-Laws;

8.4 Terms of Office: Each Board Member shall hold office for a period of __2 (two) years and until his or her successor is elected and qualifies, or, if sooner, until such Board Member's death, resignation, or removal.

8.5 Term Limit: No Board Member shall hold office for more than ____2 (two) consecutive terms. Should a Board member complete _2 (two) consecutive terms or a total of __4(four) consecutive years in office; such individual may run for election to the Board of Directors only after a _2 (two) years of absence.

8.6 Interim Terms of Office: Effective immediately upon the ratification of these By-Laws, the appointed Board members shall be assigned a staggered rotation, whereby no more than _3 (three) of the Board Members will be designated to serve a one-time term of three years.

8.7 General Meeting: One years after the adoption of these By-Laws, the Board will conduct General Meeting of the Membership called by the Board of Directors for its first elections. Election of Board Members shall be conducted by the Board at the Annual meeting of each 2 (two) year thereafter.

8.8 Elections Procedures:

8.8.a) Responsibility: The Board will have the responsibility to facilitate the process of nominating a slate of Board candidates, drawn from the diverse constituency.

8.8.b) Nomination: Any ECK member can nominate a candidate to serve on the Board.

8.8.c) Vetting: Nominees for Board election will be vetted by the Nominating Committee, as appointed by ECK members to conduct a review of nominated candidates and evaluate their qualifications. Selection criteria will consider attributes referenced in Article 10.8 of these By-Laws. Those candidates deemed appropriate for Board Membership will be presented to the general assembly for voting.

8.8.d) Voting: Each ECK Member shall cast one vote of an individual person, with voting being by ballot or verbal acclimation. Board members will be elected by a simple majority of general assembly present at the Annual Meeting.

8.9 Compensation: There shall be no compensation of any ECK Members for serving as members of the Board or for performing their duties to the charitable purposes of this Corporation, but Board Members may be reimbursed for all

reasonable expenses Incurred in attending meetings of the Board or otherwise attending to the business of the Corporation.

8.10 Meetings:

8.10.a) Regular Meetings of Directors shall be held as deemed necessary by the Executive Committee.

8.10.b) Special Meetings of the Board may be called by the Chair of the Board and the Vice Chair and the Secretary, or by any two-third (2/3) Board Members.

8.10.c) The Annual Meeting of the Board shall be held in the month of January. During this meeting, Board Members shall elect the Board of Directors and Officers who will assume service at the start of the Fiscal Year.

8.11 Notice of Meetings: The Annual Meeting and Regular Meetings of the Board may be held without notice.

Special Meetings of the Board shall be held upon 5 (five) days' notice by e-mail or by telephone or written paper. If sent by regular mail or electronic mail, the notice shall be deemed given when delivered.

8.12 Waiver of Notice: A Board Member may waive any notice required by law, the Articles of incorporation, or these By-Laws before or after the date and time stated in the notice. Except as hereinafter provided; the waiver must be in writing, signed by the Board Member entitled to the notice, and delivered to the Corporation for filing with the minutes or corporate records. A Board Member's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Board Member at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

8.13 Quorum for Meetings: A quorum shall consist of 2/3 (two-third) of Board Members present at a Board meeting. Except as otherwise provided in these By-Laws, no business shall be considered by the Board at any meeting at which a quorum is not present. In determining whether a quorum is present, an absent Board Member shall be considered present if a present Board Member holds a written appointment form appointing the present Board Member to vote or otherwise act on behalf of the absent Board Member with respect to any matter that comes before the Board at such meeting. Board Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Board Members from the meeting.

8.14 Majority Action as Board Action: Every act or decision done or made by the affirmative act of a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

8.15 Action by Directors without Meeting: Action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each Board Member before or after such action, describing the action taken, and Included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Board Member signs the consent, unless the consent specifies a different effective date. Consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

8.16 Meetings by Telephone or Online Conference: Where practical and available, one or more Board Members may participate in a regular or special meeting of the Board or a committee by means of a telephone or similar conference

communications device by which all Board Members participating may simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed present in person at such meeting.

8.17 Vacancies: Vacancies on the Board shall exist on the death, resignation or removal of any Board Member.

8.17.a) Resignation: Any director may resign effective upon giving written notice to the Chair of the Board, or the Board of Directors. Vacancies on the Board may be filled by approval of the Board at a Regular Meeting or Special Meeting of the Board of Directors. Any such action will be in accordance with the Elections Procedures defined in Article 10.8 of these By-Laws. A person elected to fill a vacancy as provided by this article shall hold office until the next Annual Meeting of the Board and annual election of the Board of Directors.

8.17.b) Removal: The Board of Directors may remove from service if a Board Member who has been deemed to be unfit for service due to being convicted of a crime, if his/her service is bounded in race, gender, religion, if betraying the trust and confidence of the Board, due to lack of meeting attendance, or negatively representing the or its Board in the community. Board Members may also be removed without cause by a two-third majority vote of the Board then in office.

8.18 Non-Liability of Board Members: Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Article 9 - Officers

9.1 Number of Officers: The officers of the Corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and a Public Relations Officer. The same individual may simultaneously hold more than one office in the Corporation, but no individual may act in more than one capacity where action of two or more officers is required.

9.2 Appointment and Term of Office: The officers of the Corporation shall be appointed annually by the Board of Directors at the Board's Annual Meeting and shall hold office until such officer's death, resignation or removal or until the next Annual Meeting of the Board of Directors after a General assembly chooses successor. There shall be no limit to the number of successive terms an officer may serve within consecutive 4 (four) years if elected by the General assembly.

9.3 Vacancies: Any vacancy occurring in an officer position required by these By-Laws (i.e. , the Chair, the Vice Chair, the Secretary, the Treasurer, or the Public Relations Officer) shall be filled by a majority vote of the Board of Directors at a duly called Special Meeting of the Board or at the next Regular Meeting of the Board. Notwithstanding the foregoing, in the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy. An officer so elected by the Board of Directors shall hold office until such officer's death, resignation or removal or until the next annual meeting of the Board of Directors when a successor is appointed and qualifies.

9.4 Duties of Chair: The Chair shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or She shall perform all duties incident to his or her office and such other duties as prescribed from time to time by the Board. The Chair shall preside at all meetings of the Board of Directors. Except as otherwise provided by law; the

Chair shall sign and execute legal documents and letters on behalf of the Corporation. In the event of a vote of the Board resulting in a tie, the position of the Chair will prevail.

9.5 Duties of Vice Chair: In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers as may be prescribed by the Board of Directors.

9.6 Duties of Secretary: The Secretary shall:

9.6.a) Certify and keep the original or a copy of these By-Laws as amended or otherwise updated to date;

9.6.b) Keep a book of minutes of all meetings of the Board, and, if applicable, meetings of committees, recording therein all pertinent data related to each meeting;

9.6.c) See that all notices are duly given in accordance with the provisions of these By-Laws;

9.6.d) Be custodian of the records of the Corporation;

9.6.e) Keep a book containing the names and addresses of each Board Member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;

9.6.f) In general, perform all duties delegated to the office of Secretary and such other duties as may be assigned to him or her from time to time by the Board of Directors.

9.7 Duties of the Treasurer: The Treasurer shall:

9.7.a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

9.7.b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;

9.7.c) Disburse or cause to be disbursed, the funds of the Corporation as directed by the Board of Directors, taking proper vouchers for such disbursements;

9.7.d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

9.7.e) Exhibit at all reasonable times the books of account and financial records to any Board Member;

9.7.f) Render to the Chair and Board Members, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;

9.7.g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

9.7.h) In general, perform all duties delegated to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Board of Directors.

9.8 Duties of the Public Relations Officer: The Public Relations Officer is responsible for:

9.8.a) Contacting various community organizations, groups and individuals and give relevant information about ECK, its mission and services and programs;

9.8.b) Establishing communication channels and networking systems with organizations interested in engaging with ECK as well as the press in an effort to let the public know about the activities of the ;

- 9.8.c)** Respond both in writing and verbally to any questions raised by individuals, groups, organizations including the press interested in knowing about the and its activities; and
- 9.8.d)** By using various communications means (fliers, email, surface mail, radio and TV announcements, as necessary and feasible), causing members of the community to become aware of upcoming events organized by the .

Article 10 - Committees

10.1 Executive Committee: The Executive Committee shall consist of the five (5) Officers of the Corporation (i.e., the Chair, the Vice Chair, the Secretary, the Treasurer, and the Public Relations Officer). Executive Committee: established by and responsible to the Board of Directors and charged with the coordination of the Summer Festival, youth programs, women's programs, children's programs, programs for the elderly, the Society's administrative issues, management of the collection of dues, fees and other financial contributions and all other matters concerning the affairs of the ECK Society as necessary.

10.2 Standing & Special Committee: Other committees of the Board shall be selected from members. The Executive Committee shall establish a Standing and Special committees with concurrence by a majority of the ECK Members then in office and designate them as standing or sub- committee.

10.2.a) Standing Committee: Any committee designated as Standing will be comprised solely of Board members. It will have a defined purpose, as decided by the Executive Committee with a concurrence by a majority of ECK Members then in office and will be accountable to the Board in the performance of its duties. A quorum for the transaction of the any Standing Committee's business shall consist of a majority of the members of the committee. Each Standing Committee member shall have one (1) vote and a majority of a quorum shall be necessary to transact any business. The committee shall keep minutes of its meeting and make it available to the Board. Any Standing Committee's objectives and membership may be modified by the Executive Committee or the Board of Directors at any time. If a Standing Committee is deemed as no longer needed, it may be dissolved by the Executive Committee or the Board of Directors at any time as well.

10.2.b) Special Committee: Any such committees designated as Special shall limit their activities to the accomplishment of their tasks for which they are created and shall have no power to act except as conferred by the Executive Committee with a concurrence by a majority of the Board Members then in office. A quorum for the transaction of the any Special Committee's business shall consist of a majority of the members of the committees. Each Special Committee member shall have one (1) vote and a majority of a quorum shall be necessary to transact any business. The committee shall keep minutes of its meeting and make it available to the Board. Except as otherwise provided; non- Directors may serve on Special committees. Special Committee members shall serve at the discretion of the Executive Committee or the Board. The Executive Committee or the Board of Directors has the right to replace Special Committee members as it deems appropriate.

10.3 Audit Committee: This committee will be led by the Auditor and any additional Board Members, as deemed necessary by the Auditor. The primary duties of the Audit Committee will comprise of:

10.3.a) Reviewing the financial statements and assets of the Corporation and providing attestation of the same to the Board, at least on an annual basis;

- 10.3.b)** Work with internal or external accountants and/or auditors to assure the accuracy of the financial statements of the Corporation;
- 10.3.c)** At the request of the majority of Board Members, review matters of governance, Including disputes or disagreements, and mediate, as needed.
- 10.3.d)** Inspection Committee members will consist of only Board Members While the members of the Inspection Committee have the right to attend Board meetings and participate in discussions, at their choice, they are considered to be ex-officio members, without the right to cast votes.
- 10.4 Ad-hoc Nominations Committee:** a committee comprising of individuals elected by the General Assembly of Members and charged with coordinating the election of Board of Directors and Audit Committee Members as well as managing the transfer of custody of the Society's assets during the transition of Board of Directors.
- 10.5 Responsibility of Board Members:** The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any Member thereof, of any responsibility or liability imposed upon the Board or any Member by law. Any resolutions adopted or other action taken by a committee within the scope of the authority delegated to it by the Board of Directors shall be deemed for all purposes to be adopted or taken by the Board of Directors. If action taken by a committee is not thereafter formally considered by the Board, a Board Member may dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.
- 10.6 Prohibited Actions:** The following actions cannot be taken by the Executive Committee or any other committee, but may only be taken by the Board of Directors:
- 10.7.a)** Authorize distributions that are not ordinary expenses in the ordinary course of business, provided that the payment of compensation and benefits to officers and employees, monies expended for office maintenance, rental, supplies and equipment, and other similar payments previously approved by the Board of Directors shall not be deemed distributions for purposes of this provision;
- 10.7.b)** Approve the dissolution, merger or consolidation of the Corporation, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- 10.7.c)** Elect, appoint or remove Board Members, or fill vacancies on the Board of Directors;
- 10.7.d)** Adopt, amend or repeal the Articles of incorporation or the ECK By-Laws.
- 10.8 Election Committee**
- 10.8.a)** An Election Committee of five (5) shall be elected by the General assembly on the basis of the criteria which are stipulated in Article 8.8
- 10.8.b)** Prior to the General Assembly meeting, the Executive Committee shall invite nominations by ECK members for the Election Committee through the ECK radio and other means of notifications by disseminating the required criteria, assess the nominated candidates to determine the extent to which each nominated candidate fulfills the stipulated criteria and submit its findings to the General Assembly with a copy to the Board of Trustees.
- 10.8.c)** The Election Committee shall strictly follow the directives and criteria stipulated in the By-Laws to select nominees for the Board of Trustees and Election Committees. The General Assembly reserves the right to accept

or reject any nominee for the Ethiopian Community Inc. if a reasonable doubt is perceived by the majority of the assembled members.

10.8.d) It nominates a minimum of two candidates for each position.

10.8.e) Advises and briefs new candidates about the 's expectations.

10.8.f) Presents the Candidates to the General Assembly for election. Elections are made for each position by the General Assembly.

10.8.g) The Election Committee shall present short and precise profiles of each candidate to the General Assembly. The Election Committee shall announce the names of the nominees to the public through all available media minimum one week prior to the Election Day. The report will be well documented and secured in the ECK office for future references.

10.8.h) Ensures that votes are casted and counted in a transparent manner, results verified and disclosed to members. Makes sure that elected members are sworn- in for the positions elected.

10.8.i) The term of the Election Committee is one year only.

10.9 Criteria to be elected for Election Committee member:

10.9.a) The candidate should be a good standing voting member of the ECK.

10.9.b) The candidate should have a high moral standard of character and integrity in the community.

10.9.c) He/she must reside in the state of Kentucky for a minimum of Five years and must have sufficient knowledge of the community to select candidates.

10.9.d) The candidate must have no conflict of interest with the Ethiopian community operations and objectives.

10.9.f) The candidate must not being convicted of a crime and his/her service must not be bounded in race, gender, ethnic,

Article 11 - Board Members' Inspection Rights:

Every ECK Member shall have the absolute right at any reasonable time and at such Board Member's expense to inspect and request a copy of financial transaction books, records and documents of every kind and to inspect the physical properties of the Corporation.

Article - 12 Membership Criteria: To be a member of ECK:

12.1 Applicant must be at least 18 years old,

12.2 Applicant must be Ethiopian by birth or born of Ethiopian parents or their descendants,

12.3 Applicant must understand and accept the ECK By-Law by completing the application form,

12.4 Applicant must be able to pay the application fee and monthly contribution determine on Article 6.5 of this By-Law,

Article - 13 Duties and rights of Members:

13.1 Each member has an obligation to respect, implement and ensure implementation of the purposes of this by-law.

13.2 Each member is expected to contribute according to his or her capacity to strengthen, enhance and grow the Society.

13.3 Members are required to pay the registration fees and annual dues as set by the General Assembly.

13.4 Each member is expected to provide volunteer service as needed.

- 13.5 A member whose name is brought forth as a candidate for election to the Board, Audit Committee or Nominating Committee must be clearly knowledgeable of the community's purposes and its By-Laws, must have a clean criminal record, must have been a member in good standing, must be a member whose dues and fees are current, and must be an individual who is an active participant in the affairs of the ECK.
- 13.6 Each member is eligible to receive an equal share of the benefits offered by the Society.
- 13.7 Each member has the right to participate in and benefit from the educational, work-related services or other social life activities carried out by the ECK.
- 13.8 Members and their children have the right to participate in and benefit from programs offered by the ECK which are designed to enhance their linguistic and historical heritage.
- 13.9 The ECK will endeavor to assist its members by providing information and other means so that they may acquire jobs within their professions.
- 13.10 Priority will be given to qualified members if and when the ECK has a need to carryout business transactions of any form in which delivery of goods or services is required.
- 13.11 A member who requests a copy of the By-Laws is entitled to receive one at no cost to him or her.
- 13.12 ECK will keep lists in good order by category of members, associate members and honorary members.
- 13.14 In the case of voluntary withdrawal or withdrawal by any other means from membership, individuals are not entitled to refund of any portion of dues or fees they have paid or items which they have donated to ECK. The payments and donations are considered unconditional properties of ECK.
- 13.15 If membership dues of an individual are overdue by _____months, the individual's membership will be revoked.
- 13.16 Any member can withdraw from membership at any time and, having provided the reason for withdrawal in writing, can request a copy of confirmation of membership until the date of their withdrawal from ECK.
- 13.17 Membership is terminated upon death, voluntary withdrawal, and forcible removal for various reasons by the Society, and for failure to pay fees for a period of three months.
- 13.18 The Board will terminate the membership of an individual who takes actions contrary to the purposes of the ECK, intentionally tries to weaken or harm the Society, and acts in a way which directly or indirectly harms other members until the General Assembly takes legal or other measures as necessary.
- 13.19 An individual whose membership has been terminated has an obligation to return property and records of the Society which are in his or her custody within a timeframe set by the Board. Should the individual fail to do so, legal action may be taken by the Society.
- 13.20 A member who had withdrawn voluntarily can request to be reinstated into membership in writing and by completing the required membership application form and, upon review by the Board, may be fully reinstated into membership.
- 13.21 An individual whose membership was terminated by the General Assembly for violation of one or more of the membership criteria, must write a letter of apology accompanied by the required application if they wish to be reinstated into membership. Determination of this request is made by the General Assembly.
- 13.22 While recognizing the unity of the family, membership in the ECK is for individual members of the family based on their duly executed application, as well payment of registration fees and annual dues as per these by-laws.

- 13.23 An individual who has completed the required application but has not paid the registration and annual dues is considered an Associate Member. The family of an individual who is a full member is (are) not entitled to receive any membership benefits other than the benefits given to all families of members by the ECK.
- 13.24 Individuals under the age of eighteen are not eligible to be members. Those who are above eighteen years of age have the right to become members upon completion the required forms and consideration by the Board.
- 13.25 A husband and wife who have individually applied for membership and have each fulfilled the required membership criteria have the right to participate in elections as individuals and are entitled to all benefits membership as individuals.
- 13.26 Benefits of membership are not transferrable unless otherwise permitted by law. Should a member transfer membership benefits inappropriately to a non-eligible individual, the Board will take appropriate measures ranging from temporary revocation of benefits to termination of membership based on the extent of the violation. These measures must be ratified by the General Assembly.

Article - 14 Expulsions from membership:

All ECK members are expected to respect and understand this By-Law. A member could be dismissed from ECK membership if the following occurred:

- 14.1 Member is missing 3 (three) convictive meetings and does not have reasonable excuses,
- 14.2 Member is not paying his monthly contribution for consecutive 3 (three) months,
- 14.3 Member is using ECK to benefit for self-centered needs in any way that is not founded by this By-Law, If it was discovered that an individual who is deficient in one of these aspects has been elected to one of the said positions, the Board will endeavor to review the matter and remove the individual from office on a temporary basis for ratification by the General Assembly. If the deficiency is related to a criminal record, the Board will remove the individual immediately from office and have the matter ratified by the General Assembly.

Article - 15 Member expulsion procedures:

- 15.1 If member is missing three consecutive meetings without approved excuse, 1st he / she will be notified with verbal notice, 2nd occurrence he/she will be notified with written notice, and then on the 3rd occurrence, he /she will be dismissed from ECK membership.
- 15.2 If member is missing 3 (three monthly) membership payments, he / she will be notified 1st with verbal notice, 2nd with written notice, and then if payment is not completed on the 3rd occurrence, then he /she will be dismissed from ECK membership.
- 15.3 If member is abusing his / her rights of being ECK service beneficiary, by illegal means of personal benefit gains activities, then he / she will be notified 1st with verbal notice, 2nd with written notice. If member does not stop from illegal activities that are damaging ECK, then he/she will be dismissed from ECK membership.
- 15.4 Member is expected to understand and respect ECK By-Law. If member is participating in any activities that is / are standing against to the rules and principle of ECK, then he / she will be notified 1st with verbal notice, 2nd with written notice. If member does not stop from illegal activities that are damaging ECK, then he/she will be dismissed from ECK membership.

Article 16 - Annual Report

The Board shall cause an annual report to be furnished not later than 4 (four) months after the close of the Corporation's fiscal year to all directors of the Corporation, which report shall contain the following information in appropriate detail:

- 16.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year, including any changes over the previous year;
- 16.2 The revenue and expenses of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the corporation.

Article 17 - Amendment of By-Laws:

Subject to any provision of law applicable to the amendment of By-Laws of public benefit nonprofit corporations, these By-Laws, may be altered, amended, or repealed and new By-Laws adopted as follows:

- 17.1 Any ECK Member can propose any amendment to these By-Laws and present it to the Executive Committee for initial discussion and approval.
- 17.2 The Executive Committee, or a designated Standing or Special Committee will then review the proposed amendment(s) and render a recommendation to the Board of Directors.
- 17.3 The Executive Committee, or designated Standing or Special Committee will then present the proposed amendment(s) to the Board of Directors, along with its recommendation.
- 17.4 Approval of any proposed amendment shall require at least two-thirds (2/3) of the Board Members present at the duly-called meeting of the Board, with a quorum present. Notice of the meeting must state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the By-Laws and contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment.

Article 18 - Dissolution of the Corporation

The Corporation may be dissolved by a two-thirds (2/3) vote of its Board of Directors present at a General assembly meeting where there is a quorum present. Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more 501 (c) (3) non-profit organizations which serve solely communities in the state of Kentucky. This determination will be made by the ECK members General Assembly as part of its vote to dissolve the Corporation.

Article 19 - Indemnification

- 19.1 Coverage: Any person who at any time serves or has served as a Board Member or officer of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against
 - 19.1.1 Reasonable expenses, including reasonable attorneys' fees, actually incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding (and any appeal thereof), whether civil, criminal,

- administrative, investigative or arbitral, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and
- 19.1.2 Reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including, without limitation, an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.
- 19.2 Payment: Expenses incurred by such person shall be paid in advance of the final disposition of such investigation, action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.
- 19.3 Evaluation: The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Article 13, including without limitation, to the extent needed, making a determination that indemnification is permissible under the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the amount of indemnity due him or her. The Corporation shall indemnify a Board Member who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Board Member was a party because he or she is or was a Board Member of the Corporation against reasonable expenses actually incurred by the Board Member in connection with the proceeding. The Corporation shall not indemnify a Board Member in connection with a proceeding by or in the right of the Corporation in which the Board Member was adjudged liable to the Corporation. The Corporation shall not indemnify a person against liability or expenses the person may incur on account of his activities which were at time taken, known, or believed by the person to be clearly in conflict with the best interests of the Corporation or if the person received an improper personal benefit.
- 19.4 Consideration: Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article 13. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.
- 19.5 Definitions: For purposes of this Article 13, terms defined by the Kentucky Nonprofit Corporation Act and used but not defined herein shall have the meanings assigned to them by the Kentucky Nonprofit Corporation Act.

