

America Turkish Music, Culture & Musicians Association Inc.

BY-LAWS

ARTICLE I - GENERAL PROVISIONS: PURPOSES

1. Name

The name of the corporation is "America Turkish Music, Culture & Musicians Association Inc." For the purposes of doing business the assumed acronym of the corporation shall be "ATMCMA". The Corporation shall be described as "ATMCMA" herein. The Corporation is also known as (AKA) the "VATAN CHORUS".

2. Offices

The principal place of business of ATMCMA is in the State of New York. ATMCMA may also have offices at such other places within or without the State of New York as the Board may from time to time determine or the business of ATMCMA may require.

3. Scope of By-laws

These by-laws and the certificate of incorporation of the Corporation establish the purposes for which ATMCMA has been organized as a non-profit corporation. These by-laws alone establish membership rights and obligations, as well as the duties and powers of the Board and Officers of ATMCMA.

4. Purposes

The purpose of the corporation is:

- To promote greater cultural interaction between the United States and Turkiye, and to highlight the changing face of Turkiye's arts and culture scene through music in particular, both in Turkish and in all other cultural music forms.
- To produce traditional and contemporary music performances as well as, performing at cultural events and promoting and conducting training and exchange programs.
- To assist qualified vocalists and instrumentalists who are interested in Turkish or other international ethnic music by encouraging and supporting them to attend rehearsals, recitals, or concerts that are organized by the corporation.
- To work towards enhancing ties and mutual understanding among the people of U.S. and the people of Turkiye without any limitations, reservations or exclusions.

5. Duration

ATMCMA shall have perpetual existence. The withdrawal of a member from ATMCMA for whatever reason shall not affect ATMCMA's perpetual duration.

ARTICLE II - ORGANIZATION OF NEW CHORUS

ATMCMA shall be constituted as follows:

1. General Assembly
2. Board of Directors
3. Musical Director
4. Auditor
5. Standing Committees

ARTICLE III - MEMBERSHIP

ATMCMA membership is open to all singers, musicians and enthusiasts who are at least eighteen years old. The Musical Director may make exceptions to this guideline on an individual basis. Members shall be admitted to ATMCMA by action of the Board of Directors. Member status can be granted after completed member application form is approved by the Board of Directors with a majority vote. The Board may terminate a membership with a majority vote in the case of unseemly conduct.

1. Membership Dues

Membership dues are set by the Board. No person shall be a member of ATMCMA without having paid the membership dues. Only members who have paid dues may perform in the events organized by ATMCMA. In cases of financial need, dues may be waived through an application to the Board.

2. Attendance and Attire

Attendance and attire requirements for ATMCMA performances shall be set by the Board.

ARTICLE IV - GENERAL ASSEMBLY MEETINGS

3. Date, Time and Place of Meetings

The annual meeting of the Members of ATMCMA for the election of Directors shall be designated as the General Assembly. The General Assembly shall be constituted by Members in good standing, i.e. members who have paid their dues, who are thereby authorized to vote.

Regular membership meetings of ATMCMA shall be held at such dates, times, and places as shall be determined from time to time by the Board of Directors. The annual General Assembly meeting shall be held annually in September. Exact date and time shall be determined by the Board of Directors. The Board of Directors shall give notice to each Member of the place, date and hour of the meeting not less than seven (7) days before the day on which the meeting is to be held. The Secretary shall send the notice to each member in good standing at his or her mailing address or e-mail address as on the membership records of ATMCMA.

4. Quorum

A quorum of the General Assembly shall be a simple majority of the good standing members. If such a quorum cannot be obtained, a second meeting shall be called thirty minutes later, at which time delegates present shall constitute a quorum.

5. Proxies

Each Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize a person or persons to act for such Member by proxy. Each written proxy must be notarized and signed by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. No authorized person can use more than two proxies for any given case.

6. Order of Business

The Order of Business at the General Assembly shall include but not be limited to the following:

- Opening of meeting by the President,
- Roll call
- The Selection of Presiding Officers at the General Assembly. The Presiding officers shall include one (1) Chairman and two (2) Secretaries.
- Reading of the Report of the Board of Directors concerning the activities and finances of ATMCMA followed with discussion thereof.
- Reading of the Report of the Auditor followed with discussion thereof.
- Release from office of the departing Board of Directors and its standing committees.
- Release from office of the departing Auditor.
- Election of members of the incoming Board of Directors and of the Auditor.
- Adjournment

7. Elections and Voting Procedures in the General Assembly Meeting

- a) Any Member in good standing who is present at the General Assembly Meeting and who wishes to serve on the Board of Directors or on the Auditors may be nominated by a member.
- b) Only Members in good standing may vote during the General Assembly meeting for the election of Directors.
- c) Members in good standing unable to attend the General Assembly may cast their votes by proxy. Members may forward their proxies together with their membership dues.
- d) Proxies that are not notarized shall be invalid.

ARTICLE V - BOARD OF DIRECTORS

1. Powers.

ATMCMA shall be managed by the Board of Directors, except as otherwise provided by statute or by the certificate of incorporation.

2. Number and Qualification of Directors

The Board shall be constituted by Members in good standing of ATMCMA and who are at least twenty-one (21) years of age. The Board of Directors shall consist of Seven (7) members all of whom are elected from the ranks of Members in good standing of ATMCMA.

3. Election And Term of Directors

At each annual General Assembly meeting the membership shall elect Directors to hold office until the next annual General Assembly meeting and the Directors to be elected shall be chosen by a plurality of the votes cast by Members in good standing.

Each Director shall hold office for a term of one year or until his or her successor has been elected and shall have qualified, or until the death, resignation or removal of such Director. Elections of the Board of Directors shall be held in accordance with the following procedures:

a) During the General Assembly, the votes of Members in good standing and proxy votes deemed valid by the Auditors shall be counted.

b) The President and Vice President shall be elected by the General Assembly by open ballot.

c) The Board of Directors shall select one (1) Secretary and one (1) Treasurer from its members at the time of General Assembly or at Board's first regular meeting.

4. Increase or Decrease in Number of Directors

The number of directors may be increased or decreased by vote of Members in good standing or by a vote of a majority of all of the Directors provided that (a) the number of Directors constituting the entire Board of Directors shall never be less than three (3) but not more than eight (8). No decrease in the number of Directors shall shorten the term of any incumbent Director.

5. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of ATMCMA. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. Quorum of Directors

Quorum shall be required for the transaction of business by the Board of Directors. Unless otherwise provided in the Certificate of Incorporation or the New York Not-for-Profit Corporation Law, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

7. Place and Time of Board Meetings

The Board may hold its meetings at a pre-designated place, online or via conference calls, either within or outside the state. The Board shall hold regular meetings on a monthly basis.

8. Notice of Meetings of the Board

Regular meetings of the Board may be held without notice at such time and place as the Board shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally or by mail or by e-mail.

9. Chairperson of the Board

The President of ATMCMA, or in his absence, a Chairperson chosen by the Board from among the Directors present shall preside at all meetings of the Board of Directors.

ARTICLE VI -EXECUTIVE COMMITTEE AND OTHER COMMITTEES OF THE BOARD

1. Committees of the Board of Directors: How Constituted

The Board may designate Special Committees from among ATMCMA's members in good standing and define its capacity. The members and Chairmen of the Committees shall be appointed by the Board of Directors. Such Special Committees shall report to the Board. Each such Committee shall serve at the pleasure of the Board. The Board of Directors may dissolve a committee at any time.

ARTICLE VII - AUDITOR

Auditor will be nominated by members and will be selected by majority vote in the General Assembly. Auditor will review financial reports and reconciles budgets and all financial statements. An auditor may not be spouse, sibling or relative of a board member.

ARTICLE VIII - OFFICERS

1. Offices, Election, Term

Unless otherwise provided for in the Certificate of Incorporation, the Board or the General Assembly Of ATMCMA may elect President, one Vice President, a Secretary and a Treasurer, and such other officers, as they may determine, who shall have such duties, powers and functions as hereinafter provided.

2. Removal, Resignation, Salary

An officer elected by the members of ATMCMA may be removed with or without cause, only by the vote of the Members. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. The salaries of all officers, if any, shall be fixed by the Board.

3. President

The President shall be the chief executive officer of ATMCMA: he or she shall preside at all meetings of the members and of the Board; oversee general management of the affairs of ATMCMA and see that all orders and resolutions of the Board are carried into effect. The President shall represent ATMCMA and the Board of Directors.

The President shall preside over meetings of the Board at which he or she shall be present and shall be the Chairperson of the Board of Directors.

The President shall also be empowered to convene, by decision of the Board or by request of majority Members in good standing of ATMCMA, Special General Assembly meetings.

The President is a de facto member of all Standing Committees of the Board and may attend meetings of those Committees. The outgoing President shall serve as a member of the next constituted Board during the subsequent term.

4. Vice President

During the absence or disability of the President, the Vice President shall have all powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

The Vice President in the absence of the President shall perform all the duties of the President including presiding over the meetings of the Board, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President.

5. Treasurer

The Treasurer shall be the principal financial and accounting officer of ATMCMA, shall have charge of and supervision over and be responsible for the funds, receipts, membership dues and disbursements of ATMCMA, shall keep full and accurate accounts of the funds, receipts and disbursements of ATMCMA in books belonging to the society and shall deposit all monies in the name and to the credit of ATMCMA in such depositories as may be designated from time to time by the Board of Directors.

The Treasurer shall be responsible for such disbursements of funds of ATMCMA as may be authorized by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President or to the Board of Directors, whenever the President or the Board of Directors may require, an account of all of his or her transactions as Treasurer and the condition of the accounts of the society.

The Treasurer shall have co-signatory authority over negotiable instruments or contracts in the name of ATMCMA together with the President or with a member of the Board of Directors, as designated by the President.

The Treasurer shall at all reasonable times exhibit ATMCMA's books and accounts to any Director of the Board upon application at the office of ATMCMA during ordinary business hours. At the end of each corporate fiscal year, he or she shall cause an audit of the accounts of ATMCMA to be made by the elected Auditor and a committee appointed by the President, and shall present such audit in writing at the annual General Assembly meeting of the members, at which time he or she shall also present an annual report setting forth in full the financial condition of ATMCMA.

6. Secretary

The Secretary shall keep the minutes of the Board of Directors meetings. He or she shall attend to the giving and serving of all notices of ATMCMA, and shall have charge of such books and papers as the Board of Directors may direct; he or she shall attend to such correspondence as may be assigned to him or her, and perform all the duties incidental to his or her office. He or she shall keep a membership roll containing the names alphabetically arranged of all persons who are members of the society, showing their places of residence and the time they became members. The Secretary shall manage all communication between the Board and the members. The Secretary shall attend, prepare the agenda for all General Assembly meetings and of all meetings of the Board of Directors and keep minutes of all these meetings.

ARTICLE IX. DIRECTORS AND OTHER CONTRACTED STAFF

7. Musical Director.

The Musical Director of the VATAN CHORUS, who is appointed by the Board of Directors selects the music to be performed, performers for each concert and/or ATMCMA appearance. The Musical Director may attend all meetings of the Board as an ex-officio member upon invitation of The President.

8. ATMCMA Support.

The Board is empowered to contract with such persons or services that enhance the growth, development or musical performance of the VATAN CHORUS.

ARTICLE X -AFFILIATION OF ATMCMA WITH OTHER ORGANIZATONS

By two-thirds (2/3) majority decision of the General Assembly, ATMCMA may join or withdraw its membership from other organizations. ATMCMA shall not have any affiliations with any lobbying or political organizations.

ARTICLE XI- AMENDMENTS TO BY-LAWS

All proposals regarding amendment or repeal of by-laws for consideration during the General Assembly shall be made by Board action or by written and signed request by at least one-fifth (1/5th) of the Members in good standing of ATMCMA.

The by-laws may be adopted, amended, or repealed by Members in good standing during the General Assembly. The General Assembly may determine whether to convene a Special General Assembly meeting of ATMCMA members to debate on proposals to amend, adopt or repeal the by-laws of ATMCMA. The Board shall cause a notice of such special membership meeting to be mailed to all members.

Decisions to amend, adopt or repeal by-laws shall require two-thirds (2/3rd) majority of the Members in good standing of ATMCMA.

The Board of Directors shall then cause the effect and distribution of the newly constituted by-laws to the Board Members of ATMCMA.

ARTICLE XII - DISSOLUTION OF ATMCMA

1. A plan for the dissolution of ATMCMA may be proposed by the majority vote in the Board of Directors. Such plan for dissolution shall be adopted during a General Assembly meeting.
2. Upon adoption of a plan for the dissolution of ATMCMA, the assets of ATMCMA shall be distributed to a not- for-profit corporation by decision at a General Assembly Meeting.

ARTICLE XIII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

