

OCT 9TH 2019

**DRAFT BYLAWS
OF
ALBANIAN AMERICAN ORGANIZATION OF SWFL**

The name of the organization is Albanian American Organization of SWFL. The organization is organized in accordance with the Florida Not for Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c) (3) of the Internal Revenue Code.

**ARTICLE I
MISSION STATEMENT AND PURPOSE**

Section 1. Mission. Its mission will be to promote the well-being and progress of the Albanian-American community of Southwest Florida; to maintain and develop the Albanian heritage, culture and traditions; to advocate on behalf of the Albanian American community for their common or individual good and welfare.

Section 2. Consistent with the mission it is further agreed that the Organization's focus will be as a cultural and social organization for the community and that it shall conduct and/or sponsor programs, projects and activities designed to support its purposes and objectives with a long-term vision to create a permanent and sustainable community center.

Section 3. Purpose of the organization. The activities of the Organization may include, but not limited to:

- a) Celebration, promotion and preservation of the Albanian culture and heritage in Naples, Collier County and Southwest Florida.
- b) Sponsorship of periodic events of interest and importance not only to the Albanian-American community, but also to the community at large.
- c) Sponsorship of Albanian language studies for all interested age groups of the community

- d) Sponsorship of activities that contribute to the enhancement of educational excellence, not only of Albanian- American students, but also of any students studying Albanian culture.
- e) Supporting local and/ or national charitable organizations.

Section 4. The organization may lease, and by gift, devise or purchase, own and operate real estate for Organization purposes. The organization may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.

ARTICLE II BOARD OF DIRECTORS, THEIR DUTIES AND ELECTION

Section 1. The affairs of the organization shall be managed by a Board of Directors. The Board shall consist of the Officers of the Organization and other non-Officer Directors as defined by the Organization's Bylaws.

Section 2. The number of Directors of the Organization shall not be less than 7 nor more than 15. Within these parameters, the number of Directors may be increased or decreased by the Board of Directors at any time prior to the annual election of Directors, which change shall become effective when Directors elected in such election take office. No decrease shall shorten the term of any incumbent Director.

Section 3. Each Director shall be a member-donor of the Organization, at least 21 years of age and, at minimum, reside in the Naples area for more than 6 months of the year.

Section 4. The Board may engage such attorneys, accountants, and other appropriate professionals to assist and/or advise the Board as may be necessary or desirable from time to time.

Section 5. Removal / Vacancies. A director shall be subject to removal by a majority vote of the Board of Directors, at any regularly scheduled meeting of the Board, whenever in its judgment the best interest of the Organization would be served thereby. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

In the event the vacant seat was held by an Officer of the Organization, the office shall be filled in the manner set forth in Article V, Section 9.

Section 6. Duties of the Board of Directors

- a) To control and manage all of the affairs and property of the Organization and such other business as may be referred to the Organization by the Executive Committee or respective Officers.
- b) To review the results of the Organization's operations in achieving its mission objectives; its annual budget status; and its financial status and goals. To make necessary operational and program changes as deemed necessary.
- c) To select and appoint a CPA firm to audit the financial status of the Organization on biennially basis.
- d) To approve a budget for the fiscal year based on the proposed budget prepared and submitted by the Treasurer, taking into consideration the events and programs planned by the appropriate committee and approved by the Board for the applicable fiscal year.
- e) To fill vacancies pursuant to Article II, Section 5 and Article III, Section 9.
- f) To adopt and publish such policies and procedures, not inconsistent with these Bylaws, as the Board shall deem necessary or appropriate.
- g) To approve appropriate standing and special committees proposed by the President and/or Vice President.
- h) To enhance Board service to the Organization with each Director serving on or chairing at least one Committee.
- i) Board member job Description and Expectations are detailed in Appendix B.
- j) Make amendments and approve such actions to the Organization's Bylaws.

Section 7. Electing Directors of the Board.

- a) **Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve 1 term of 1 year(s), or until a successor has been elected and qualified.
- b) Election of Directors of the Board will occur as the first order of business at the general assembly meeting of the Organization. Directors will be elected by a simple majority vote of the current members and serve for a period of one year but no more than 3 consecutive

one-year terms. Election of Directors shall be by ballot of the member-donors of the Organization during the general assembly meeting.

- c) Nominations for election to the Board of Directors may be made by any Member of the Organization. Such nominations shall be submitted to the Nominating Committee (Article VII, Section 3) not less than ten days prior to the Annual Meeting to permit due and proper consideration. The Nominating Committee shall evaluate all nominations and submit recommendations to the Board of Directors. At the Annual Meeting, the list of nominees shall include a summary of the background of the nominee(s), an affirmation of the nominee's understanding of the duties and responsibilities of Directorship. No Director shall be elected without such procedures. The Nominating Committee shall also make recommendations to the Board of Directors concerning the re-election of Directors.

ARTICLE III OFFICERS, THEIR DUTIES AND ELECTION

Section 1. Number of Officers. The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

President/Chairman.

- a) The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. The President may perform other duties as described in these Bylaws or as assigned by the Board of Directors and coordinate work of the Officers and chair the Executive Committee in order that the purpose of said duties might be promoted.
- b) The President shall play a major role in resource development and in representing the Organization within and outside the community in regard to fund-raising and other mission related activities.
- c) The President, as well as any other proper Officer of the Organization authorized by the Board of Directors, may sign any deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the mission and programs of the Organization, except where these Bylaws or policies adopted by the Board require signature of some other Officer or agents of the Organization.
- d) The President shall communicate to other Officers or to the Board of Directors , such matters and make such suggestions as may in his/her opinion tend to promote

the prosperity and welfare and increase the usefulness of the Organization, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

Vice President.

- a) The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- b) The Vice President shall oversee day to day operations and work closely with the President and/or other Officers in maintaining a proper and efficient environment for goal achieving purposes.
- c) The Vice President may propose committees or special committees to the Board as deemed necessary for the purpose of special events or programs already approved by the Board.
- d) The Vice President shall work closely with the Treasurer in order to ensure that all finances are being maintained according to state and federal regulations.
- e) The Vice President shall communicate to other Officers or to the Board of Directors, such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the Organization, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

Secretary.

- a) The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization.
- b) The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- c) The Secretary shall ensure that all notices are duly given with regard to the Board and Special meetings.
- d) The secretary shall have custody of the seal of the Organization (if applicable in our case) and is authorized to authenticate records of the Organization.

Treasurer/CFO.

- a) The Treasurer shall be responsible for and oversee all financial administration of the Organization and shall have custody of all the funds of the Organization and shall keep a full and accurate account of all receipts and expenditures, and shall disburse funds of the Organization in accordance with the approved budget as

authorized by the Board of Directors. Certain responsibilities of the Treasurer, shall continue after he/she has left office, including the duty to organize and promptly turn over all financial information relating to the Organization and, a reasonable duty to assist and consult with his/her successor in the preparation of such successor's first annual financial report.

- b) The Treasurer shall present a financial report at every meeting of the Board of Directors and at other times when requested by the Board and shall present a full annual financial report for the previous fiscal year when required before approval of the new fiscal year budget. This annual report shall include income and expenses by mission and events, indicate gain or losses, and include a comparison with the data from prior year's operations.
- c) The Organization's financial statements and accounts shall be examined biennially by an independent CPA firm to validate these financial statements.
- d) The Treasurer shall represent the Organization in matters dealing with the applicable Federal and State and Local offices on financial and tax matters. If necessary, inside or outside assistance may be obtained with the prior approval of the Board of Directors.
- e) The Treasurer is authorized to approve/sign all contracts entered into in the ordinary course of the Organization's business, all in accordance with the Board-authorized budget. Such contracts include but are not limited to: facility renting contracts; food service contracts; special events contracts; lease contracts and credit card contracts.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one-year term but no more than three consecutive one-year terms in the same office unless such limit is extended in a particular case by a supermajority vote of three-quarters of the members of the whole Board of Directors.

Section 3. All Officers must be Directors and must, at minimum, reside in the Naples area for 9 months of the year in order to meet the 12-month operational requirements and responsibilities of the Organization.

Section 4. Officers and Directors shall take office and assume their official duties on September 1st following the Board Meeting after general assembly.

Section 5. Any Officer may resign at any time by providing written and signed notice to the President or Secretary of the Board.

Section 6. Officers shall not receive any salary. Any two offices may be held by the same person, except for the President, who may not hold another office.

Section 7. All Officers may perform other duties as assigned from time to time by the Board of Directors.

Section 8. Upon Leaving office, all Officers shall deliver to their successor all official material in a timely fashion, so it does not obstruct such duties to be performed as needed.

Section 9. Vacancies.

- a- In Case a vacancy occurs in the office of President, the board may select any of the existing Vice Presidents to fill the position until next General Assembly Meeting.
- b- A vacancy occurring in any office other than the office of President, shall be filled for the unexpired term by a member of the Board of Directors elected by a majority vote of the remaining members of the Board for the remaining period and until his/her successor is qualified and elected.
- c- Notice of an election to fill a vacancy in any office shall be given to the Directors at least two weeks prior to the vote.

**ARTICLE IV
MEMBER-DONORS**

Section 1. Membership as a member-donor is open to all people of Albanian descent and those married to Albanians who live in Southwest Florida and who desire to support the objectives and mission of the Organization.

Section 2. Requests for membership shall be accepted by the Secretary, upon endorsement of one member of the organization in good standing. The Secretary shall thereupon send the new member a copy of the Bylaws along with the book of Policy and Procedure, if any, to date.

Section 3. The categories of member-donors are:

- a) Individuals. Spouses of individual member-donors who are not member-donors themselves, shall be considered guests and must pay non-member prices to attend programs, events and functions.
- b) Business and Professional Organizations. Business and Professional Organizations are permitted to identify one or two members of their organization to attend functions at member-donor prices.
- c) Life Membership. Any member of the Organization who shall have paid regular dues for a period of twenty (20) years and has remained in good standing, may become a life member of the Organization upon her/his written request to the Treasurer and payment of such sum for life Membership as may be fixed from time to time by the Executive Committee. Such payments when made shall be in full of all dues to the Organization during the life of such member. A life member shall have all the privileges of an active member of the Organization. All sums paid for life membership in the Organization shall

be invested by the Treasurer and the income there from may be used for the general purposes of the Organization.

- d) **Special Membership.** Any member of the Organization who shall have attained the age of sixty five years, and who has been a member in good standing continuously for at least ten (10) years, shall upon his/her request, have their name placed upon in a special list of members, and shall thereafter be exempt from further payment of the Organization's dues. They shall enjoy all the privileges of membership, including the right to vote. In case of any question as to the length of membership, the Executive Committee may determine the issue.
- e) **Honorary Membership.** Pursuant to the process provided herewith, persons of notable ability and who have an understanding and agree with the mission of AAOSWFL, may have honorary membership conferred upon them. Persons of distinction who are not of Albanian descent or/and members of the Albanian American community of another state, may be elected by the Board of Directors to honorary membership in the Society, upon formal nomination by the members. Honorary members shall be entitled the privileges of any other member during meetings but shall not be entitled to vote; and they shall pay no dues and shall have no right, title, interest in any property of the Organization.

Section 4. All member-donors are accorded membership status to enjoy the programs, functions and events at a reduced cost and receive notices of events as priority.

Section 5. All member-donors are eligible to be considered candidates for the Board Directors and/ or Vacancies in such position.

ARTICLE V

MEETINGS

Section 1. Meetings and Notice of Meetings.

- a) An Annual Meeting (General Assembly) shall be held once a year during the month of August at a time and location set by the Board of Directors or during such other month as may be determined by the board.
- b) The Board shall hold at least nine (9) regular meetings a year but may meet more frequently if circumstances require.
- c) **Notice of Annual Meeting.** Notice of Annual Meeting (General Assembly) shall be given to each voting member via email, U.S Postal service or via social media

through the official page of this Organization, at least 90 days in advance and in continuity every 30 days until the final notice which shall be given no later than 10 days prior to such meeting.

- d) Notice of regular Meetings of the Board. Notice of the regular Meetings of the Board of Directors, shall be given by email and/or by telephone (at the email address provided by the organization as set forth in Section 3 below or telephone provided to the secretary) not later than one week before such meeting. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting.

Section 2. Special Meetings may be called by the President or any 2 members of the Board of Directors upon not less than 24 hours advance notice given by both email and telephone.

Section 3. All Directors shall provide a current email address (unless one is provided to them by the Organization) and telephone number to the Secretary of the Organization for purposes of meeting notices.

Section 4. Each voting Director shall be entitled to one vote for each proposal, matter or motion. All proposals, matters or motions presented shall be decided by a majority vote of the Directors present at said meeting unless otherwise required by law, the Organization's Articles of Incorporation, or these Bylaws.

Section 5. Each Board Member is expected to communicate with the President in advance of all Board meetings stating whether or not he/she is able to attend or participate by conference call or other agreed-upon means of communication.

Section 6. Any Board member with three unexcused absences in one Organization Year, shall be deemed to have resigned due to non-participation and position shall be declared vacant, unless a majority of the remaining members of the Board affirmatively vote to retain that Director as member of the Board.

Section 7. A majority of Directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings.

Section 8. Any Director may participate in an official Board meeting by means of conference telephone or similar communications system by which all persons participating can hear each

other at the same time, and participation by that means, constitutes presence in person at the meetings.

Section 9. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors' results in representation of less than a quorum.

ARTICLE VII COMMITTEES

Section 1. EXECUTIVE COMMITTEE.

Between meetings of the Board of Directors, ongoing oversight of the affairs of the Organization may be conducted by an Executive Committee, the membership of which shall consist of the Officers of the Organization.

- a) The Executive committee shall have responsibility for conducting the day to day operations of the Organization between meetings of the Board of Directors. The Executive Committee may meet as often as required to carry out its duties.
- b) The responsibilities of the EC include review of Organization programs and events and advising the relevant Committees on direction, potential cost overruns, potential attendance conflicts and other positive or negative factors that may affect the goal of the program or event.
- c) It is also the responsibility of the EC to review optional problems or opportunities for improvement and make appropriate recommendations to the Board.

Section 2. THE FINANCE COMMITTEE is responsible for ensuring that the Organization's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Organization is in good financial health. The treasurer shall chair this committee.

Section 3. NOMINATING COMMITTEE

- a) The Nominating Committee shall be selected by the Board and composed of at least 3 members of the Board (including any Director whose terms are ending) and may include one or more non-Director member-donor.
- b) The Nominating Committee shall be responsible for conducting and overseeing elections of Directors as provided above in Article II Section 7.
- c) All Candidates who have submitted (and not subsequently withdrawn) written responses to solicitations of Director applications to the Nominating Committee and have been determined by the Committee to be eligible under Article II, as applicable shall be included on the appropriate ballot. No individual who has not submitted an application shall be included in any ballot. All reviews or evaluations of the qualifications and eligibility of candidates for election (including interviews and/or ratings) by the Nominating Committee shall be performed in a fair and impartial manner.

Section 4. FUNDRAISING AND EVENT COMMITTEE

- a) FEOC shall be selected by the Board in order to evaluate, organize, oversee and promote different events and fundraiser that will be published to the official Organization's calendar each year.
- b) The FEOC responsibility is to bring to the Board, final ideas on events or special events and/ or fundraisers that will promote and help the Organization achieve its goal and mission in a prudent fiscal manner.
- c) The FEOC can and shall establish contact with different performers, venues, vendors and/or companies aligned with the Organization's policies and procedures and shall sign contracts or execute any expenditures only upon Boards approval.

Section 5. Except as otherwise specifically provided in these Bylaws, The President shall appoint a member of the Board of Directors to chair each special and standing committee approved by the Board and each Director appointed as committee chair shall appoint the other members of his/her committee. Such committees shall have only the power and duties designated by the Board and shall give advice and make non-binding recommendations to the Board. Non-Board members may serve on Organization Committee as member status only.

Section 6. Each special and standing committee shall present a plan to the Board for approval as early as possible in the fiscal year. The plan should include the purpose of the committee, the objectives, the benefits, and projected and/or estimated related costs, if any.

Section 7. The President shall be a member ex-officio of all committees except the Nominating Committee.

ARTICLE VIII

MISCELLANEOUS

Section 1. The fiscal year of the Organization begins on January 1st .

Section 2. The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, Employee or other agent against any liability asserted against or incurred by him/her which arises out of such persons' status within the Organization whether or not the Organization would have the power to indemnify the person against that liability under law.

Section 3. No loans shall be made by the Organization to its Directors or Officers.

Section 4. For purposes of approving any sale, purchase, lease or transfer of property owned by the Organization, a super majority vote (2/3's) of the members of the Whole Board of Directors is required.

Section 5. The Organization's Board may establish an advisory body known as the Board of Trustees. This body as whole shall have knowledge and insight into the cultural and business trends within the Naples/SWFL area community and how they may affect the Organization's plans for the future. With this body of knowledge, the Trustees will advise and counsel the Organization's Board on property development and other pertinent Organization matters.

ARTICLE IX

DURATION/DISSOLUTION

Section1. The duration of the Organization's corporate existence shall be perpetual until dissolution. Upon dissolution of the Organization, assets of the Organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) as the Board of Directors shall determine or shall be distributed to the federal government, or to a state or local government to be used exclusively for public purposes.

ARTICLE X
PROHIBITIONS

Section 1. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its member-donors, Directors, Trustees, Officers or other private parties, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 2. No substantial part of the activities of the Organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before public, and Organization shall not participate in, or intervene in any political campaign on behalf or, or in opposition to, any candidate for public office.

Section 3. Notwithstanding any provisions of this document, the Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE XI
AMENDMENTS

Section 1. The Board of Directors shall have the power to interpret these Bylaws. “Robert’s Rules of Order” shall govern and prevail for all matters not covered or not in conflict with any provisions hereunder.

Section 2. These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Organization, provided, however, that notwithstanding anything herein to the contrary, any provision of these Bylaws calling for a super majority vote as specified in such provision.

ARTICLE XII
CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

CERTIFICATION

-----, President of Albanian American Organization of SWFL, and -----, Secretary of Albanian American Organization of SWFL certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on MONTH/DAY/DATE

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on MONTH/DAY/DATE

-----, President

-----, Secretary