



Bylaws of  
The Ethiopian Community  
Association of Charlotte &  
Surrounding Areas  
(ECAC)

Revised and Rewritten

January 21, 2017

**Article 1      Name**

The name of the organization shall be The Ethiopian Community Association of Charlotte & Surrounding Areas, Inc. (“The Corporation”, “The Association” or “ECAC”)

**Article 2      Legal Formation & Incorporation**

The Ethiopian Community Association of Charlotte & Surrounding Areas, Inc. is a non-profit entity as defined by Internal Revenue Code (501) (c) (3), formed as a community-based organization incorporated in Charlotte, North Carolina on September 14, 1998.

**Article 3      Purpose, Mission, Vision, Values**

**3.1 Purpose:** The Association is committed to serving the growing Ethiopian and Ethiopian-American population of the greater Charlotte area to empower and enable individuals to successfully integrate and pursue their dreams in their new country and become contributing members of society. Additionally, we aim to connect the larger community with Ethiopians and Ethiopian culture and contribution.

**3.2 Mission:** ECAC’s mission is to provide assistance to 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. Additionally, ECAC aims to further enrich the social, cultural and civic life of the greater Charlotte-Mecklenburg area as well as assisting Ethiopians and Ethiopian-Americans to preserve and share their ancient and rich cultural heritage.

**3.3 Vision:** Maintain a cohesive and cooperative Ethiopian community in the greater Charlotte-Mecklenburg area, 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.

**3.4 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 4      Who We Serve**

As a non-profit organization, ECAC strives to be a valuable resource to refugees and immigrants from Ethiopia in Charlotte and surrounding areas. In addition to assisting native Ethiopians, ECAC supports Ethiopian-Americans as well as American families with adopted Ethiopian children.

In addition to the above “core” constituents, ECAC also will partner with other like-minded community organizations locally to serve immigrants and refugees from across the world and the community at large.

**Article 5      Offices and Fiscal Year**

**4.1 Principal Office:** The principal office of the Association shall be located at 401 Hawthorne Lane, Suite 110-287, Charlotte, North Carolina 28204, or at such other place as the Board of Directors shall determine.

**4.2 Registered Office:** The registered office of the Association required by law to be maintained in the State of North Carolina may be, 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.

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

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

**Article 6      Board of Directors (“Board”)**

**6.1 Number:** The Corporation shall have a minimum of 11 and a maximum of 15 members of its Board of Directors (“Board Members”). The number may be changed by amendment of these bylaws, or by repeal of the bylaws and adoption of new bylaws, as provided in these bylaws.

**6.2 Powers:** Subject to the provisions of the laws of the state of North Carolina, 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.

**6.3 Duties:** It shall be the duty of Board Members to:

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

- d) Represent the Corporation in the community at large;
- e) Give or raise funds;
- f) Meet at such times and places as required by these bylaws

Reference Appendix 1 for a pictorial representation of the structure and accountability of the Board

**6.4 Terms of Office:** Each Board Member shall hold office for a period of two (2) years and until his or her successor is elected and qualifies, or, if sooner, until such Board Member's death, resignation, or removal.

**6.5 Term Limit:** No Board Member shall hold office for more than two (2) consecutive terms. Should a Board Member complete two consecutive terms (a total of four consecutive years) in office; such individual may run for election to the Board of Directors only after a two-year absence.

**6.6 Interim Terms of Office:** Effective immediately upon the ratification of these bylaws, the appointed Board members shall be assigned a staggered rotation, whereby no more than six of the Board Members will be designated to serve a one-time term of three years.

**6.7 Elections:** Two years after the adoption of these bylaws, the Board will conduct its first elections. Election of Board Members shall be conducted by the Board at the Annual Meeting each year thereafter.

**6.8 Elections Procedures:**

- a) **Responsibility:** The Board will have the responsibility of nominating a slate of Board candidates, drawn from the Association's diverse constituency.
- b) **Nomination:** Any Board Member can nominate a candidate to serve on the Board.
- c) **Vetting:** Nominees for Board election will be vetted by the full Board or a Nominating Committee, as appointed by the Board to conduct a review of nominated candidates and evaluate their qualifications. Selection criteria will consider attributes referenced in Article 6.17 (b) of these bylaws. Those candidates deemed appropriate for Board Membership will be presented to the full Board for voting.
- d) **Voting:** Each Board Member shall cast one vote, with voting being by ballot or verbal acclamation. Board Members will be elected by a simple majority of Board Members present at the Annual Meeting.

**6.9 Compensation:** There shall be no compensation of any Board 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.

**6.10 Meetings:**

- a) Regular Meetings of Directors shall be held as deemed necessary by the Executive Committee
- b) Special Meetings of the Board may be called by the Chair of the Board, the Vice Chair, the Secretary, or by any three Board Members.
- c) The Annual Meeting of the Board shall be held in the month of October. During this meeting, Board Members shall elect the Board of Directors and Officers who will assume service at the start of the next Fiscal Year, January 1.

**6.11 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 fifteen (15) days' notice by first-class mail or seven (7) days' notice delivered personally or by telephone or electronic mail. If sent by regular mail or electronic mail, the notice shall be deemed given when delivered.

**6.12 Waiver of Notice:** A Board Member may waive any notice required by law, the Articles of Incorporation, or these Bylaws 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.

**6.13 Quorum for Meetings:** A quorum shall consist of 51% of Board Members present at a Board meeting. Except as otherwise provided in these bylaws, 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.

**6.14 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.

**6.15 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. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

**6.16 Meetings by Conference Telephone.** 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 conference telephone or similar 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.

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

**a) Resignation:** Any director may resign effective upon giving written notice to the Chair of the Board, or the Board of Directors.

**b) Removal:** The Board of Directors may remove from service a Board Member who has been deemed to be unfit for service due to being convicted of a crime, betraying the trust and confidence of the Board, meeting attendance, or negatively representing the Association or its Board in the community. Board Members may also be removed without cause by a two-thirds majority vote of the Board then in office.

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 6.8 of these bylaws.

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.

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

## **Article 7      Officers**

**7.1 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.

**7.2 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 when a successor is appointed and qualifies. There shall be no limit to the number of successive terms an officer may serve.

**7.3 Vacancies:** Any vacancy occurring in an officer position required by these Bylaws (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.

**7.4 Resignation:** Any officer may resign effective upon giving written notice to the Chair of the Board, or the Board of Directors.

**7.5 Removal:** The Board of Directors may remove from service an officer who has been deemed to be unfit for service due to being convicted of a crime, betraying the trust and confidence of the Board, attendance, or negatively representing the Association or its Board in the community. Officers may also be removed without cause by a two-thirds majority vote of the Board then in office.

**7.6 Compensation:** There shall be no compensation of any officer for serving as officers or for performing their duties to the charitable purposes of this Corporation, but officers may be reimbursed for all reasonable expenses incurred in the performance of the officer's responsibilities or otherwise attending to the business of the Corporation.

**7.7 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.

**7.8 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.

**7.9 Duties of Secretary:** The Secretary shall:

- a) Certify and keep the original or a copy of these Bylaws as amended or otherwise updated to date;
- 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;
- c) See that all notices are duly given in accordance with the provisions of these bylaws;
- d) Be custodian of the records of the Corporation;
- 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; and

- 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.

**7.10 Duties of the Treasurer:** The Treasurer shall:

- 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;
- b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;
- 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;
- 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;
- e) Exhibit at all reasonable times the books of account and financial records to any Board Member;
- 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;
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- 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.

**7.11 Duties of the Public Relations Officer:** The Public Relations Officer is responsible for:

- a) Contacting various community organizations, groups and individuals and give relevant information about ECAC, its mission and services and programs;
- b) Establishing communication channels and networking systems with organizations interested in engaging with ECAC as well as the press in an effort to let the public know about the activities of the Association;
- c) Respond both in writing and verbally to any questions raised by individuals, groups, organizations including the press interested in knowing about the Association and its activities; and
- 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 Association.



**Article 8 Committees**

**8.1 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).

**8.2 Other Committees:** Other committees of the Board shall be Standing or Special. The Executive Committee shall establish committees with concurrence by a majority of the Board Members then in office and designate them as Standing or Special committee.

- 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 Board 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.

- 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.

**8.3 Inspection Committee:** This committee will be led by the Inspector and any additional Board Members, as deemed necessary by the Inspector. The primary duties of the Inspection Committee will comprise of:

- 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;
- b) Work with internal or external accountants and/or auditors to assure the accuracy

of the financial statements of the Corporation; and

- c) At the request of the majority of Board Members, review matters of governance, including disputes or disagreements, and mediate, as needed.
- 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.

**8.4 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.

**8.5 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:

- 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;
- 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;
- c) Elect, appoint or remove Board Members, or fill vacancies on the Board of Directors; or
- d) Adopt, amend or repeal the Articles of Incorporation or the Bylaws.

#### **Article 9 Board Members' Inspection Rights**

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

#### **Article 10 Annual Report**

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days 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:

- a) 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; and
- b) 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 11      Amendment of Bylaws**

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

- a) Any Board Member can propose any amendment to these bylaws and present it to the Executive Committee for initial discussion and approval.
- b) 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.
- c) 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.
- d) 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 bylaws and contain or be accompanied by a copy or summary of the proposed amendment or state the general nature of the amendment.

#### **Article 12      Dissolution of the Corporation**

The Corporation may be dissolved by a two-thirds (2/3) vote of its Board of Directors present at a Board 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 North Carolina. This determination will be made by the Board as part of its vote to dissolve the Corporation.

#### **Article 13      Indemnification**

**13.1 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 (a) 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 arbitrative, 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 (b) 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.

**13.2 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.

**13.3 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.

**13.4 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.

**13.5 Definitions:** For purposes of this Article 13, terms defined by the North Carolina Nonprofit Corporation Act and used but not defined herein shall have the meanings assigned to them by the North Carolina Nonprofit Corporation Act.

**Appendix 1: Board Structure**

The following is a pictorial representation of the structure and accountabilities of the Board:

