

# **CONSTITUTION**

## **ARMENIAN CULTURAL ORGANIZATION OF MINNESOTA (ACOM)**

### **ARTICLE I — NAME AND PURPOSE**

Section 1: Name. The name of this organization shall be the Armenian Cultural Organization of Minnesota.

Section 2: Purpose. The Armenian Cultural Organization of Minnesota was formed to function exclusively for the purpose of education and cultural activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code as follows:

1. To provide programs and events which encourage its members to learn Armenian culture, language, history and heritage.
2. To provide programs of Armenian culture, language, history and heritage for the general Minnesota area.
3. To provide an environment which encourages participation of all Armenians, their relations and friends who have an interest in Armenian culture, regardless of religious, political or social differences, and to promote harmony among its members.
4. To provide periodic gatherings and meetings for the cultural furtherance of the Armenian people, their relations and friends who have an interest in Armenian culture within the general Minnesota area.

### **ARTICLE II - MEMBERSHIP**

Section 1: Application for membership is open to all persons of Armenian descent and their relations and friends who support Article 1, Section 2 and is contingent upon being up-to-date on membership dues.

Section 2: Membership shall be granted upon a majority vote of the Board.

Section 3: Membership dues. Members shall pay an annual membership dues to support the purpose of this organization, as outlined in Article 1, Section 2. At the annual meeting, the Board shall recommend a vote on membership dues. Only by a vote of the membership can the annual dues be changed.

Section 4: Voting rights. An individual membership in the organization shall be a voting member of the organization at the annual meeting. A family membership in the organization shall have one vote per family membership at the annual meeting.

Section 5: The Board shall have the authority to establish and define other categories of membership in the organization, consistent with the purpose of this organization.

### **ARTICLE III — MEETINGS OF MEMBERS**

Section 1: Annual meeting. The date of the regular annual meeting shall be set by the Board of Directors who will also determine time and location

Section 2: Special meetings. The Board may call a special meeting of the membership. A written request to the Board of at least ten percent of members in good standing, according to Article 2, Section 1, may call for a special meeting.

Section 3: Notice. Notice of each meeting shall be given to members in good standing, according to Article 2, Section 1, by email or by mail, and not less than ten days before the meeting.

Section 4: Quorum. A quorum must be attended by at least one-third of the total active membership before business can be transacted or motions made or passed.

### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Board role, Size, Composition. The Board is responsible for overall policy and direction of the organization. In the event that no Executive Director or paid staff are retained, the Board shall be responsible for the day-to-day operations of the organization. The Board shall be authorized to disburse funds necessary for operating expenses of the organization. The Board shall gain the approval of the active membership to disburse funds necessary for capital expenditures exceeding \$250.00. The Board may present recommendations to the active membership relative to matters, which, in their opinion, should be decided upon by the members. The Board shall have up to eleven members, but no fewer than five members. The Board receives no compensation other than reimbursement of reasonable expenses.

Section 2: Meetings. The Board shall meet at least monthly at an agreed upon time and place.

Section 3: Board elections. Board members shall be elected by the voting membership of the organization at the annual meeting.

Section 4: Election Procedures. The Board shall be responsible for nominating a slate of member representatives to preserve the diversity and balance necessary to ensure implementation of the purpose of the organization, as outlined in Article 1, Section 2.

Section 5: Terms. All board members shall serve two-year terms. There shall be no term limits.

Section 6: Quorum. A quorum must be attended by at least one-third of the Board members before business can be transacted or motions made or passed.

Section 7: Notice. An official Board meeting requires that each Board member have written notice, by email or mail, at least five days in advance.

Section 8: Officers and Duties. The officers of this organization shall be a President, Vice-President, Treasurer, Secretary, and Past-President. The officers shall be elected at the annual meeting as part of the slate of representatives presented to the membership. The term of each officer shall be two-years. Officers cannot serve more than two consecutive terms.

Their duties are as follows:

The President shall convene, and preside over all regularly scheduled Board meetings, the annual meeting, and any special meetings. If in the event the President cannot attend a meeting, the President shall arrange for the Vice-President, or other available Board member, to preside at the meeting. The President shall represent the organization, as well as negotiate on behalf of the organization, with community partners.

The Vice-President will chair committees on special subjects as designated by the Board. The Vice-President shall serve in the absence of the President. The Vice-President will support the President in representing the organization.

The Treasurer shall make a report at each Board meeting on the financial status of the organization. The Treasurer will be responsible for compiling and submitting all necessary financial paperwork to the IRS, as well as federal and state authorities as necessary. The Treasurer will lead in the development of a budget for the organization, and assist with making financial information available to Board members, funders, and membership as necessary.

The Secretary shall be responsible for keeping records of the Board actions, including taking of minutes at all meetings, distributing meeting minutes to Board members and membership as requested, and assuring that corporate records are maintained.

The Past-President shall be responsible for advising the President to provide continuity and historical perspective.

Section 9: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members. The Board shall vote upon nominations at the earliest possible meeting of the Board. Any filled vacancy will be filled only to the need of the original Board member's term.

Section 10: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the President. In the case of the President, the Vice-President. A Board member shall be dropped for excess absences from the Board if they have three unexcused absences from Board meetings. A Board member may be removed for other reasons by a two-thirds vote of the remaining members.

Section 11: Special meetings. The Board shall call special meetings at the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the President to each Board member, by email or mail, at least five days in advance.

## **ARTICLE VI - COMMITTEES**

Section 1: Committees and Programing. Board members shall be expected to support Article 1, Section 2, by serving on committees and/or developing programming that implements the mission of the organization. Committee and/or programming assignments shall be based on the interests and resources available to individual Board members.

Section 2: Committee formation. The Board may create committees as needed to implement the mission of the organization. The President appoints all committee chairs. Members may request in writing to the President the formation of a committee.

Section 3: Committee membership. Members and Board members may serve on committees. Only Board members may serve as chairs of committees.

## **ARTICLE VI - AFFILIATION, LEGISLATIVE AND POLITICAL ACTIVITES**

Section 1: This organization shall have no religious, political or social affiliations.

Section 2: No substantial part of the activities of this organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE VII - NON-DIVERSION OF ASSETS**

Section 1: This organization shall not garner pecuniary gain, incidentally or otherwise, to its members or officers, and no part of the net profit or earnings of the organization shall inure to any members, officer or private individual. However, reasonable compensation may be paid for services rendered to or for the organization in respect to one or more of its purposes, including services by a member or officer. The organization shall not lend any of its assets to a member or officer of the organization, nor guarantee to any other person the payment of a loan to a member or officer of the organization.

## **ARTICLE VIII - ORGANIZATION'S EXISTENCE**

Section 1: The period of duration of existence of this organization shall be perpetual.

## **ARTICLE IX - NO PERSONAL LIABILITY**

Section 1: No member or officer of this organization shall have any personal liability to any extent for the obligations of the organization.

## **ARTICLE X - CAPITAL STOCK**

Section 1: The organization shall have no capital stock.

## **ARTICLE XI - DISSOLUTION**

Section 1: This organization may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this organization, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more organizations who at the time are exempt organizations as described in Section 501 (c) (3) of the Internal Revenue Code. This transfer shall be done in such proportion as determined by the members of the organization.

## **ARTICLE XII - BY-LAWS**

Section 1: The By-Laws of the organization exist as adopted by the members of the organization. The By-Laws shall remain in effect until altered or amended by the active members.

## **ARTICLE XIII - AMENDMENTS**

Section 1: This Constitution may be amended at the annual meeting by a majority vote of the membership.

Section 2: The Board shall present amendments to the Constitution at the annual meeting as necessary. Members may propose amendments in writing and signed by at least five percent of the active members and presented at the annual meeting.

## **BY-LAWS**

# **ARMENIAN CULTURAL ORGANIZATION OF MINNESOTA (ACOM)**

## **ARTICLE I - MEMBERSHIP**

Section 1: General. The membership of this organization is open to all persons of Armenian descent and their relations and friends who have an interest in Armenian

culture. Furthermore, the membership of this organization may be divided into two classifications: Active and Honorary.

Section 2: Active Member. An active member is any member who has fulfilled the dues obligations as set forth in the By-Laws and shall be entitled to all rights and privileges of the organization and shall share in its responsibilities. An active member may be an individual or family membership. Individual members are entitled to one vote at annual meetings and any special meetings. Family memberships shall constitute the head of the household and all dependent family members residing in the same home. Family memberships are entitled to one vote per family, despite the number of family members, at annual meetings and any special meetings.

Section 3: Honorary Member. Honorary Membership may be conferred upon any person by 2/3 (two-thirds) vote of the total active membership. Such memberships shall be restricted to persons whose activities and public utterances are consistent with the purpose of the Armenian Cultural Organization of Minnesota.

## **ARTICLE II - DUES**

Section 1: Dues. The dues of this organization shall be \$35.00 per person per fiscal year, or \$20.00 per household per fiscal year, or \$3.00 per student (maintaining own residence) per fiscal year.

Section 2: Exemptions. Honorary members shall be exempt from all dues.

Section 3: Dues deadlines. Dues are to be paid prior to or at the annual meeting for voting rights at the annual meeting. Dues paid in a calendar year cannot be applied to the next calendar year.

## **ARTICLE III - FISCAL YEAR**

Section 1: Fiscal year. The fiscal year of this organization shall begin on the 1st (first) day of January each year and end on the 31st (thirty-first) day of December.

## **ARTICLE IV - QUORUM**

Section 1: Annual meetings, special meetings of the members. One-third (1/3) of the active membership, shall constitute a quorum for the transaction of all business of this organization.

Section 2: Board meetings. One-third of the Board shall constitute a quorum for the transaction of all business.

## **ARTICLE V - RULES OF ORDER**

Section 1: All meetings. The general procedures of all meetings of this organization shall be in harmony with the principles set forth in Robert's Rules of Order and shall be

the final authority as to parliamentary procedure insofar as they do not conflict with any provisions of the organization's Constitution and By-Laws.

Section 2: A parliamentarian may be appointed at each meeting by the President.

### **ARTICLE VI - AMENDMENTS**

Section 1: These By-Laws may be amended as follows: A motion may be submitted for consideration in the newsletter or by a special mailing 30 days prior to the next business meeting. A quorum of 50% (fifty percent) of active members either present or by written proxy shall be necessary to consider the proposed amendment. Passage of such amendment would require 2/3 (two-thirds) majority votes.

### **CERTIFICATION**

This constitution and by-laws were approved at the annual meeting of membership on January 12, 2018.

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Secretary

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Date