

By Laws of The Tigrean Community Center Inc

Article 1- Corporation Section

1 - Name

The name of the corporation shall be the Tigrean Community Center Inc. of Metropolitan Boston.

Section 2 - Location

The location of the principal office of the organization shall be 48 John Eliot Square, Roxbury, Ma. 02119

Section 3 - Purposes

In addition to the powers granted to non-profit corporations under Massachusetts Law, this corporation shall have the powers, and shall have as its corporate purpose the following: to provide educational, cultural, charitable mutual assistance benefit services to the Tigrean Community living in greater Boston area and its surroundings. to provide mutual assistance to members by creating a fund for and from members only. This fund will be created in line to our ancestor's tradition. All members will be asked to be part of this fund only if they will it by making money contributions paid only at the time of death for funeral services which the fund will solely be created for. The functions of this fund and the amount of contribution will determined in the fund's creation bylaws. If and when the fund is dissolved all money in the fund shall be transferred to this corporation. This corporation is organized exclusively for charitable, educational cultural services and mutual assistance benefits. The main source of income of this corporation shall be initial monthly contributions from its members. No part of the net earnings thereof shall incur to the benefit of any private individual. No part of this corporation shall consist of the carrying on of any propaganda or otherwise attempting to influence legislation or intervention in a political campaign. At the moment of voluntary dissolution, the corporation will dissolve in accordance with MGL 180. It is the wish of our organization and of its members that all of the assets of our community should be given to the benefit of the people of Tigray region in Ethiopia. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) (3) of the internal Revenue Code of 1954, as now in force or here after amended.

Section 4 - Fiscal Year

The fiscal year of the corporation shall run from October 1 to September 30

Article II- Members
Section 1- Membership

The initial membership shall consist of the officers and directors designated in the Articles of the organization. Persons may later become members of the corporation by paying a monthly membership fee of \$10.00 for singles and \$15.00 for couples per month as determined by the members on the annual meeting. The secretary shall maintain a current list of all members and their addresses.

Section 2 - Resignation

Any member of the corporation may at any time cease to be a member upon tendering his resignation in writing to the president or clerk of corporation. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 3 - Meetings

There shall be annual meeting of the membership on October 30. Special meetings of the membership may be held on the call of the president or upon the call of any three members after consultation with the president and written notice of the time and place 48 hours in advance of the meeting.

Section 4 - Notice

Notice of the time and place of annual meetings shall be given by a written notice mailed to each member of corporation at his last known post office address at least seven days before the meeting. Notice of the time, place and purpose of each special meeting shall be given by a written notice mailed to each member at his last known post office address at least three days before the meeting. If a meeting is adjourned no notice need be given of the reconvened meeting if the adjournment is to a certain time and place. Notice of a meeting of the corporation may be waived by any member of the corporation before or after the meeting.

Section 5 - Quorum

A quorum of all meetings shall consist of a majority of the members. In the absence of a quorum, a meeting may be adjourned by a majority vote of those present. When a quorum is present at any meeting, a majority of the members present shall decide any questions before such meeting unless the question is one upon which by express provision of law or these by-law a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 6 - Proxy and voting

At all meetings of the corporation , each member shall be entitled to one vote either in person or by proxy in writing under date within six months previous to date of meeting at which the proxy is to be used, which proxy shall be filled before the meeting with the clerk.

Section 7 – Conflict of Interest

All members of the board of directors, the executive committee and officers of Tigrean community center will strive to avoid any conflict of interest between the interests of the organization on the one hand, and personal, professional, and business interests on the other hand. This includes avoiding actual conflicts of interest between the organizations' and their family personal, professional and business interests.

Article III- Board of Directors

Section 1 - Election

The governing body of the organization shall be a Board of Directors which shall consist of not less than three (3) nor more than ten (10) members as the members may at the annual meeting or a special meeting in lieu thereof determine. The Board of Directors shall be elected at the annual meeting from amongst the members of the corporation. The term of office shall be three years or until the next annual meeting, whichever is later.

Section 2 - Powers

The Board of Directors shall have the entire management, control, and direction of the property, business and affairs of the corporation. It shall give the power to employ, fix the compensation of, and at its discretion remove such officers, agents, and employees as it may deem expedient. It may exercise all such powers and do such things as it deems proper and consistent with the Articles of Organization, these By-laws and the Laws of the Commonwealth of Massachusetts to effectuate the purposes of the corporation as set forth in the articles of organization.

Section 3 - Meetings

Regular meetings of the board of directors shall be held at such time and place as shall be fixed by vote of the board of directors, and if so fixed, no notice thereof need be given. Special meetings of the board of directors may be held when called by the president or vice president or requested in writing by the majority of the directors.

Section 4 - Notice of Meetings

Notice and time and place of special meetings of the board of directors shall be given by written notice mailed to each director at his last known post office address not less than three days before the day on which the meeting is to be held; or shall be conveyed to each director personally, or by telephone or telegram not less than twenty-four hours before the time fixed for the meeting. No notice is required if all the directors waive notice in the writing before or after the meeting. Such special meetings shall be held at time and places as the notice thereof or waiver shall specify.

Section 5 - Vacancy

The board of directors shall fill vacancies among the directors for unexpired terms, unless the members of the corporation, at a special meeting called for such purpose, choose to fill such vacancies prior to the meeting of the board of directors following the resignation or removal of said director or office.

Section 6 - Removal

Directors may be removed from office with cause by a vote of two-thirds of the members of the boards present at a meeting called at least in part for the purpose of considering removal. Removal may be affected with cause only after reasonable notice to each director proposed to be removed and the opportunity to be heard by the body proposing removal.

Section 7- Quorum and Voting

The presence of a majority of the members of the board of directors acting a meeting dully assembled, shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at the meeting at which a quorum exist shall be the act of the board of directors. If, at any meeting of the board of directors, less than a quorum shall be present, a majority of the directors may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

Section 8 - Action without Meeting

The directors may act without a meeting by a writing executed by all directors. Such action shall have the same force and effect as action taken at a meeting of the directors at which a quorum was present and voting.

Article IV – Officers
Section 1- Officers

The officers of the corporation shall be a president, a treasurer and a secretary. There may be such other officers as the board of directors may from time to time determine.

Section 2 - Election

All officers shall be elected by the board of directors and shall serve for a term of two year, or until their successors are selected and qualified. Officers must be the members of the corporation, but do not have to be directors. Two offices may be held by the same person.

Section 3 - Duties of President

The president shall preside at all meetings of the corporation. The president shall be general executive in charge of the management of the affairs of corporation, subject to the general control of the board of directors, and shall perform the duties ordinarily incident to such office in similar corporation and such other duties as the board of directors shall from time to time designate.

Section 4 - Duties of Treasurer

The treasurer shall accept as otherwise ordered by the board of directors, keep or cause to be kept in books belonging to this corporation, complete and accurate account of minutes, funds and property of the corporation, and of all disbursements, resources and liabilities of the corporation and controls the mutual assistance benefit fund, and shall have the care and custody of the money, funds, valuable papers, documents, and securities of the corporation. He shall render to the president and directors at the meetings of board, or whenever they may require it, correct statements showing the financial condition of the corporation. He shall have and exercise, under the supervision of the board of directors, all the powers and duties ordinarily incident to such office in similar corporation; provide, however, that no promissory note or bond shall be given in the name of the corporation unless previously authorized by a vote of the directors and in such case the same shall be signed by the treasurer and countersigned by the president. He shall, when required by the board of directors, file with the corporation a bond in such form and amount, and with such surety and sureties, as may be approved by the board, conditioned for the faithful performance of his duties as treasurer.

Section 5 - Duties of Secretary

The secretary shall keep accurate minutes of all meetings of the members and of the board of directors of the corporation, respectively, and shall perform all the duties ordinarily incident to his office, and shall perform other duties and have such other powers as the board of directors shall

from time to time designate. In his absence, a temporary clerk shall be chosen to perform his duties.

Section 6 - Resignation

Any officer and any director may resign at anytime delivering his resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective at the time or the happening of the condition, if any, specified therein, or, if no such time or condition shall be specified, upon its receipt.

Section 7- Removal

Officers may be removed from office with cause by an affirmative vote of two-thirds of the directors at a meeting where a quorum exists, called at least in part for the purpose of considering removal. Removal may be effected with cause only after reasonable notice to each officer proposed to be removed and the opportunity to be heard by the body proposing removal.

Article V – Amendment

Section 1- Procedure

Any of these by-laws may be amended, repealed or changed at any annual or special meeting of the members of the corporation by a vote of a majority of the members (excepting those by-laws regarding purpose and/or location of the corporation where a vote of two-thirds of the members is necessary) of the corporation present provided that in the notice of such annual or special meeting it shall be stated that an amendment, repeal or change of the by-laws may be acted upon.