

Al-Bireh Society, Inc.  
Bylaws Amended and Restated  
As of  
February 2019<sup>1,2</sup>

<sup>1</sup>Accepted as of December 16, 2017

<sup>2</sup>Amended on February 23, 2019

## **BYLAWS OF THE AL-BIREH SOCIETY, INC**

### **ARTICLE I – NAME**

#### **Bylaw 1.1**

The name of this organization shall be the AL-BIREH SOCIETY, INC (“ABS”).

#### **Bylaw 1.2**

The ABS headquarters shall be at registered as determined by the Board of Directors of the ABS until a permanent residents is associated with the organization.

#### **Bylaw 1.3**

The ABS is a non-profit corporation chartered in the State of Florida with 501(c)(3) recognition.

### **ARTICLE II – PURPOSE AND MISSION**

#### **Bylaw 2.1**

##### **Al-Bireh Society Purpose**

The ABS is a non-profit, charitable educational Palestinian-American organization whose proud members derive their ancestry from the original family clans of the city of Al-Bireh, Palestine. The objective of the ABS is to serve our membership and the Palestinian, Arab, non-Arab, and charitable communities in the United States and abroad in Palestine.

#### **Bylaw 2.2**

##### **Al-Bireh Society Mission**

The mission of the ABS is to promote awareness and appreciation for the historical, cultural, and social heritage of Al-Bireh, Palestine. The ABS’s mission seeks to perpetuate the Al-Bireh family by means of providing educational, humanitarian, financial, charitable, and cultural programs as well as social interaction, and to enhance and promote the interaction of its members to the Arabic culture and to promote our culture and heritage to those outside our community, to the American public at large, and to descendants of Al-Bireh living throughout the world. Our mission is to be accomplished as provided for within the Bylaws.

### Bylaw 2.3

#### **IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### Bylaw 2.4

#### **Specific Objectives and Purposes**

The specific objective and purpose of this corporation shall be to provide aid to other charities operating for the benefit of distressed individuals. We will distribute educational scholarships to high school students from financially distressed families. The organization will also conduct fun-filled, exciting and action-packed conventions.

### **ARTICLE III – AFFILIATION**

#### Bylaw 3.1

Local clubs (the “Chapter Clubs”) of the ABS shall be affiliate with the organization in effectuating its purpose and mission.

#### Bylaw 3.2

Chapter Club in the U.S. shall affiliate with the ABS and must do so with the approval of the ABS. A member of any Chapter Club may be deemed a member of the ABS provided they qualify for ABS membership and are members in good standing. Each Chapter Club shall adopt its own governing bylaws, provided that these laws do not conflict with the Bylaws of the ABS. All governing bylaws will be reviewed and ratified by Board of Directors. Each Chapter Club shall also remain in good standing under their state law and in compliance with all applicable state and federal regulations.

### Bylaws 3.3

A Chapter Club must complete and submit an affiliation form to the ABS office, which shall include all officers, names, addresses, phone numbers, and email contacts, within 30 days of forming and adopting non-profit filing status.

## **ARTICLE IV – MEMBERSHIP**

### **4.1 Voting Membership**

#### Bylaw 4.1.1

Voting Membership in the ABS shall be open to every person who has attained the age of 18 years and derives his or her origin from ancestral Al-Bireh, Palestine or one who is married to one having such origin (“Voting Membership”). Membership is also granted to residents and their ancestors of Al-Bireh, Palestine who have lived in Al-Bireh. Voting members must be of legal US status.

### **4.2 Associate Membership**

#### Bylaw 4.2.1

Associate Membership shall be available to those who do not fulfill the requirements of Bylaw 4.1.1 above, but who, is a non-voting membership; therefore, Associate Members are ineligible to vote on any ABS matters.

### **4.3 Members in Good Standing**

#### Bylaw 4.3.1

A member in good standing is one that adheres to and complies with the Bylaws of the ABS and has paid his/her ABS and Chapter Club (if any) annual membership dues.

## **ARTICLE V – MEMBERSHIP DUES**

### Bylaw 5.1

Annual membership dues shall be set annually by the Board of Directors. Membership year shall be from January 1 to December 31<sup>st</sup> (the “Membership Year”).

### Bylaw 5.2

Registration fees for the convention shall include the annual membership dues for any registrant who qualifies for membership and who has not paid their dues prior to the convention. Registration fees for non-members not qualifying for membership and attending the convention will be at a level equal to or higher than the registration fee, including annual membership dues, and will be established by the Chapter Club in the host city. The officers in the Chapter Club of the host city shall be in charge of collecting convention fees must collect the annual membership dues and earmark them as such to be paid directly to the Treasurer of the ABS; these annual membership dues are not considered, nor do they offset, the convention proceeds paid to the ABS by the host city. Thirty (30) days before the convention, the Treasurer of the ABS shall provide the officials of the host city with a list of member names whose dues are paid for the current year of the convention. If any convention registrant claims s/he has already paid his/her dues for that year and payment is confirmed by the ABS records, s/he shall be exempt from payment of the dues as part of the convention registration fees.

### Bylaw 5.3

Annual Membership Dues must be received by the ABS Treasurer prior to the start of the General Assembly Meeting in order to be eligible to vote for amendments, motions, and elections. A list of the Voting Members in good standing and of all Associate Members with their contact information shall be compiled and available to the Board of Directors.

### Bylaw 5.4

Annual Membership Dues can be collected for two year period increments or as the Board see fits in order to maintain general administrative duties of the organization. These fees will be announced 60 day prior to collection of Annual Membership Dues.

## **ARTICLE VI – GOVERNANCE**

### **6.1 General Assembly Meeting**

#### Bylaw 6.1

The General Assembly of Members in Good Standing at a duly called for General Assembly Meeting shall be considered the final and highest authority of the ABS (the “General

Assembly”). The General Assembly shall consider and act upon any and all matters brought before it, whether policy or administrative in nature, provided that such matters be consistent with and fall within the scope of the provisions of the Bylaws. Actions by the General Assembly shall be by majority vote of those in attendance.

## **6.2 Board of Directors**

### **Bylaw 6.2.1**

The Board of Directors (“Board” or “Board of Directors”) shall have the authority to manage, supervise and control all business and affairs of the ABS. The Board shall also have the authority to enact any Rules and Regulations it deems proper for implementing the provisions of the Bylaws and in regulating the affairs and business of the ABS. Such Rules and Regulations shall require approval by a two-thirds (2/3) affirmative vote of all members of the Board of Directors. If a Board member is absent for more than three months the active participation is void from vote count. Duties of the Board are defined in Bylaw 7.1.

### **Bylaw 6.2.2**

All Members of the Board are elected at the General Assembly Meeting by members in good standing.

### **Bylaw 6.2.3**

To be a member of the Board of Directors, each member must be a member in Good Standing of the ABS and the Chapter Club, if a Chapter Club exists in his/her locality; and that member shall be deemed an ambassador of the ABS in his or her community and shall cooperate with the ABS in all matters and projects by promoting the ABS interests, encouraging ABS membership, implementing ABS decisions, and attending to whatever is requested of them. No Board member can have a felony.

### **Bylaw 6.2.4**

Whenever possible, all members of the Board shall be polled by the President or by a designated member of the Board of Directors on all major issues concerning the ABS. Further, any Board member shall have the right to submit suggestions or recommendations to the Board of Directors and request that polling of all Board members be made, only if such request is approved by the Board. Board members who do not reply to the poll within the time prescribed shall be

considered to abstain on the issue.

#### Bylaw 6.2.5

Board members shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any other payments to board members shall be approved in advance in accordance with this corporation's conflict of interest policy.

### **6.3 Council of Past Presidents**

#### Bylaw 6.3.1

The Council of Past Presidents shall consist of all Past Presidents of the ABS. The Council of Past Presidents shall serve as consultants for the Board of Directors. Past Presidents should have attended two (2) of the past three conventions. No Past President shall have executive power or control of the Board of Directors.

## **ARTICLE VII – OFFICERS AND DUTIES**

### **7.1 The Board of Directors**

#### Bylaw 7.1.1

The Board of Directors shall consist of the following members; the President; the Vice President; the Secretary; and the Treasurer; and five (5) Members-at-Large.

#### Bylaw 7.1.2

Members of the Board of Directors shall be elected to staggered terms during the General Assembly Meeting in an effort to provide continuity of the organization.

Initially, five (5) board members (i.e. President, Secretary, and the three (3) member- at-large board members with highest votes) shall be elected to a four-year term and four (4) members (i.e. Vice-President, Treasurer, and remaining two (2) members-at- large board members) shall be elected to a two-year term.

Thereafter, alternating four (4) board members and five (5) board members shall be elected every two years during the General Assembly Meeting and shall serve for a term of four (4) years, or

until their successors have been elected.

Board Members shall serve no more than two consecutive terms of four (4) years each.

Unscheduled Board of Director vacancies will be filled by individuals who are nominated by the President and approved by the Board of Directors. They shall serve until the next election.

## **7.2 The President**

### **Bylaw 7.2.1**

The President shall be the principal Officer of the ABS. He/she shall preside at all general membership meetings and the Board of Directors. In general, he/she shall perform all the duties incidental to the office of the President, including the establishment of committees and such other duties as may be prescribed by the Bylaws, or the Board of Directors. The President is an ex-officio member of all committees. In order to be elected President, the candidate must be, when possible to implement, an active ABS member for the prior three (3) years; s/he must also have served his/her Chapter Club as president or served his/her Chapter Club as a board member for a minimum of two (2) years. If a Chapter Club does not exist in his/her community, then s/he must have a proven record of service within the residing local community.

## **7.3 The Vice President**

### **Bylaw 7.3.1**

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or these Bylaws.

## **7.4 Secretary**

### **Bylaw 7.4.1**

The Secretary shall have charge and custody of, and be responsible for all ABS files and records; shall take minutes of all Board meetings; and coordinate office activities with the President. In general, to perform all duties incident of the Secretary and such duties as from time to time may be assigned to him/her by the President or the Board. Will also assume secondary signature to sign checks.

## **7.5 Treasurer**

### **Bylaw 7.5.1**

The Treasurer of ABS shall have charge and custody of, and be responsible for all general ABS funds; and endorse any checks drawn by ABS, to submit reports on the ABS treasury when requested by the Board. In general, to perform all duties incident to the Treasurer and such duties as from time to time may be assigned to him/her by the Board of Directors. The Treasurer will be responsible for paying all of the ABS invoices including payroll, insurance, taxes, and all accounts payable. If an external CPA is needed to file taxes, the CPAs fees must be discussed and approved by the board. He/she will prepare an income and expense statement, monitor the bank accounts, and prepare a monthly statement of all accounts and assets of ABS. He/she will sign checks. With Board approval, he/she may assign a CPA to review tax accounting in accordance to IRS requirements.

## **ARTICLE VIII-COMMITTEES**

### **8.1 Committee Creation**

#### **Bylaw 8.1.1**

The Board of Directors shall establish the committee rules, regulations, and policies as required. The Board will assign members to execute identified committees. Besides the creation of Committees mandated by the Bylaws covering various activities, projects, contracts and purposes of the ABS, the Board or the General Assembly by majority vote may create any committee needed in order to conduct the affairs of the ABS.

#### **Bylaw 8.1.2**

Standing Committees shall be, but not limited to: the Council of Past Presidents; the Finance Committee; the Program Development Committee; the Al-Bireh Business and Professional Network Committee; the Constitution Committee; the Election and Membership Committee; Marketing/Website/Social Committee; Scholarship and Educational Advancement Committee; and Youth Committee. These Standing Committees shall operate pursuant to the Bylaws. Board Member will be directly involved in all standing committees and designated Committees must provide communications at Board Meetings. No Standing Committee can operate independent of the Board or ABS.

### Bylaw 8.1.3

All committee members shall be an ABS member in Good Standing during the prior year of appointment and shall also be members in Good Standing of their Chapter Club if any, and shall remain so during the tenure of their office.

### Bylaw 8.1.4

Standing committee members shall serve for two year and shall be appointed by the Board except as otherwise specified within these Bylaws, after consultation with the Committee on Appointments (if necessary). The Chairperson of any created or mandated committee shall be appointed by the Board, except as otherwise specified within these Bylaws.

## **8.2 Finance Committee**

### Bylaw 8.2.1

The Finance Committee shall review and study the finances of the ABS and propose the annual budget and provide transparency into all financial policies created. The Committee shall report to the Board and to all Good Standing Members at the General Assembly Meeting, as the case may be, during the year.

### Bylaw 8.2.2

The fiscal year of the ABS shall be from January 1<sup>st</sup> to Dec 31<sup>th</sup>.

## **8.3 Program Development**

### Bylaw 8.3.1

The Program Development Committee shall develop and implement ABS programs including, but not limited to, Social, Cultural, and Educational programs/activities for members and Chapter Clubs of the ABS. The Program Development Committee shall also assist convention cities to have events available at the convention.

## **8.4 Al-Bireh Business and Professional Network**

### Bylaw 8.4.1

The Business and Professional Network will work to strengthen communication between members and establish a social network and platform that is focused solely on the interactions and relationships of business and professional nature.

## **8.5 Constitutional Committee**

### Bylaw 8.5.1

As described in Article XV – 15.1 Amendments to Bylaws, the purpose of the Constitutional Committee is to examine proposed amendments to the Constitution or Bylaw prior to bringing it to the General Assembly.

## **8.6 Election Committee**

### Bylaw 8.6.1

The Board of Directors shall select the Election Committee to solicit nominations, to recommend to the general membership a slate of candidates for all elected offices of the ABS, and to conduct the election. Upon receiving the lists and applications of membership for all communities, the Election Committee shall verify the lists to ascertain, by any means it deems best, the eligibility of all persons named in the list and shall certify or deny the eligibility of any person for purposes of voting. The Election Committee shall consist of three (3) members, one of whom shall be the ABS Treasurer. No Election Committee member can nominate himself/herself for board member.

### Bylaw 8.6.2

For purposes of verifying and certifying the eligibility of members to be nominated, the Election Committee shall take into consideration all relevant information to determine whether a candidate possesses the qualifications set out in 6.2.3. All nominees must be in Good Standing and have paid their dues at least thirty (30) prior to the General Assembly Meeting. The Election Committee shall send copies of the certified lists of the members to the Election Committee and the Secretary no later than thirty (30) days before the General Assembly Meeting or in special circumstances to provide the committee at least twenty four (24) hours to provide adequate credential reviews. No nominee can have a felony.

### Bylaw 8.6.3

For purposes of Election Committee is to verify and certify the eligibility of members to vote. The Election Committee shall send copies of the certified lists of the members to the Secretary no later than ninety (90) days before the General Assembly Meeting. However, if the Election Committee encounters a major problem involving certification of members, then the committee shall refer the problem to the Board of Directors for final decision. All issues involving the certification of members shall be decided upon by the Board of Directors.

## **8.7 Membership Committee**

### Bylaw 8.7.1

The Board shall select three (3) members to serve on the Membership Committee.

### Bylaw 8.7.2

The Membership sub-committee shall prepare and make available to members of the Al-Birch community applications for the purpose of joining the ABS. Such applications shall, *inter alia*, contain questions relative to the age, address and telephone number of the applicant, whether s/he was an ABS member in previous years, whether s/he is a member in good standing in the Chapter Club in his or her community, if one exists, and place for signature. However, a letter with sufficient information to identify the applicant and members of his/her household with his/her signature shall be accepted as a membership application. All current members shall receive annual renewal of membership notices.

### Bylaw 8.7.3

In the event that a household comprises of more than one person qualified for membership and they are desirous of becoming members, only one member of said household need sign on behalf of the other members of the household and pay their dues, provided that s/he lists their names and ages.

### Bylaw 8.7.4

The only dues to be accepted as valid for purposes of voting are those that are paid by check,

credit or debit cards from the applicant's personal funds, whether the applicant is an individual or a head of a household on behalf of himself or herself and those members of his or her own household, as the case may be.

#### Bylaw 8.7.5

All membership applications shall be returned so as to reach the Membership Committee at the ABS's office postmarked no later than thirty (30) days before the General Assembly Meeting. The membership of any person who fails to return his or her membership application by this postmarked date will not be certified for voting purposes, including the election of the President and Board of Directors.

#### Bylaw 8.7.6

The Membership Committee shall soon thereafter prepare a membership list in alphabetical order, and furnish copies of each list to the Election Committee, the Election Committee and the Board of Directors no later than thirty (30) days before the General Assembly Meeting. Furthermore, thirty (30) days before the General Assembly Meeting, the custodian of the received membership applications shall turnover said applications to the Election Committee for the purpose of verification after which the applications shall be returned to the Membership Committee.

#### Bylaw 8.7.7

The Secretary shall keep the membership applications received by him/her in a safe place and, upon approval by the Board of Directors, shall make the list of membership available to other members of the ABS.

#### Bylaw 8.7.8

Household is defined as husband and/or wife and unmarried children over the age of 18 living in the same location.

### **8.8 Other Committees**

#### Bylaw 8.81

The Board of Directors, may create any other committees in order to further the goals and

purpose of ABS. The Board will define specifics with regards to newly formed committee's definition of guidelines to follow that are in line with the organizations purpose, goals, and mission.

## **ARTICLE IX- VOTING AND ELECTIONS**

### **9.1 Voting by Secret Ballot**

#### Bylaw 9.1.1

Voting for elected positions will take place at the General Assembly Meeting.

#### Bylaw 9.1.2

Upon receipt of the ballot form, each member shall make his or her free choice by voting for one candidate, insert the ballot in the envelope labeled "BALLOT". The Ballot will be collected by designated Election committee members at the General Assembly Meeting. Envelopes and inserts shall be numbered as designated by the Election Committee. The actual details of ballots, envelopes, sizes, and place for signature shall be decided upon by the Election Committee. Only designated Election committee member can handle the Ballot.

#### Bylaw 9.1.3

The sealed envelopes of the ballot shall be kept intact with the Election Committee or if deemed appropriate an independent agency that will tally the votes and announce the results to our members at the General Assembly meeting.

#### Bylaw 9.1.4

The candidate receiving the highest number of votes cast shall be declared the winner irrespective of the percentage of votes or the number of candidates. In case of a tie vote, the winner shall be decided by a draw from a bag under the direction of the Election Committee.

#### Bylaw 9.1.5

A ballot that shows an erroneous vote for more than one candidate shall be disqualified and not counted.

### Bylaw 9.1.6

In the event that the organization is unable to conduct elections in conformity with our bylaws due to intervening circumstances during a General Assembly Meeting, the existing board is vested with the power to accept individuals who are qualified and express the desire to serve to fill any vacancies on the board. The board shall identify one person that shall function as president in conformity with state nonprofit laws. Said board shall function as a duly elected board until such time as the next election is conducted. The Council of Past Presidents will break a tie, if any.

## **9.2 Eligibility for Elected Offices**

### Bylaw 9.2.1

Any member seeking to be nominated and elected shall be present at the General Assembly Meeting. Exceptions to this provision shall be made where special circumstances may prevent attendance at the General Assembly Meeting. What constitutes special circumstances shall be determined and decided by the Board of Directors after consultation with the Legal Advisor; this decision shall be final.

### Bylaw 9.2.2

The President shall not succeed his office as the Vice President. Each of the ABS may be elected to the same office, except the President, who shall not succeed himself/ herself to the same office, but may be reelected four (4) years following his/her presidency.

### Bylaw 9.2.3

Any candidate for the position of President must satisfy the following minimal criteria: The candidate must have been an ABS member in good standing for the prior three (3) years, if applicable, and must satisfy Bylaw 6.2.3.

Candidates for President shall submit their written intention to run for President by mailing their written intention to the Election Committee at the ABS headquarters, setting forth their qualifications and intention to run no later than thirty (30) days before the General Assembly Meeting. Any submission post marked later than thirty (30) days before the General Assembly Meeting shall not be considered. The Election Committee shall certify the eligibility of the candidate(s) no later than thirty (30) days before the General Assembly Meeting.

The candidate must have served as officer in Chapter Club and/or ABS in an elected or appointed position for (2) years, if applicable. If a Chapter Club does not exist in his/ her community, then s/he must have a proven record of service within the residing local community.

If no nominee is presented prior to the General Assembly Meeting the Board may consider accepting nominees that are in good standing and have paid their due 30 days prior to the General Assembly Meeting.

#### Bylaw 9.2.4

Membership and voting eligibility must be certified by the Election Committee.

### **9.3 Election Campaign**

#### Bylaw 9.3.1

In campaigning for any election, candidates shall abide by all these rules and regulations, and shall employ ethical standards. Candidates may campaign by promoting their personal qualifications, abilities, past achievements, and projected programs. Candidates shall and always keep in mind the interest of the ABS; and any candidate or any person acting on the candidate's behalf shall not solicit the vote of any member by resorting to unlawful means.

#### Bylaw 9.3.3

No member shall accept from any candidate or from any person acting on his or her behalf any sum of money or other consideration or to pay for his/her ABS dues in exchange for voting for such candidate. Any such acts shall be deemed a violation and shall be taken by the Election Committee as grounds for disqualifying the members; vote and the candidate.

### **9.4 Campaigning Rules**

#### Bylaw 9.4.1

Any candidate may send letters to Chapters Clubs or individuals announcing his/her candidacy and requesting support.

#### Bylaw 9.4.2

The Board may solicit for vacant Board Positions from the active voting members only after Board Members who cannot fulfill their position submit an official letter of resignation.

#### Bylaw 9.4.3

Candidates shall be given the opportunity to address the Board of Directors during the General Assembly Meeting.

#### Bylaw 9.4.4

All Candidates, their committees and supporters, must conduct themselves in a professional manner consistent with the Bylaws.

#### Bylaws 9.4.5

The ABS prohibits the payment of membership dues on behalf of others (except members of their own families [families to mean husband and wife, their children and their spouses]), and discourages candidates from excessive spending during the campaign.

#### Bylaw 9.4.6

Candidates are encouraged to offer constructive criticism and ideas for the betterment of the ABS, and the community at large.

### **10.1 Meetings, General Assembly Meeting**

#### Bylaw 10.1.1

"The meeting of general members ("General Assembly Meeting") will be held annually. If a convention is held in a certain year, the General Assembly Meeting will be held at the convention."

#### Bylaw 10.1.2

Announcement of the date of the coming convention posted on the Al-Bireh Society Website shall be deemed sufficient notice of the location and date of the General Assembly Meeting,

provided that such notice is given at least One Hundred Twenty (120) days prior to the date of the convention. Members who request to receive written notice will be provided notice by mail.

#### Bylaw 10.1.3

At any annual meeting duly called by the President or the Board Members, during the General Assembly Meeting, the presence of at least twenty five (25) paid members shall be deemed to be a quorum and may transact any business that comes before it and elect officers regardless of the percentage of members present, or delegates holding votes of absentee members.

#### Bylaw 10.1.4

The convention is a function of the ABS. The rights, responsibilities and obligations of the host city and the ABS are derived from the Board's Convention Contract Guidelines and are subject to the terms and conditions contained within said guidelines.

#### Bylaw 10.1.5

The Board of Directors shall appoint a Convention Liaison to oversee, and report on, pre-convention planning and post-convention accounting. The final accounting must be submitted to the ABS office no later than 120 days after the convention.

#### Bylaw 10.1.6

The Board of Directors shall convene the General Assembly Meeting at a time, date and location approved by the Board of Directors, in order to review ABS activities, and to formulate proposals for the forthcoming convention. The General Assembly Meeting may be attended by the following officials:

- A. The members of the Board of Directors;
- B. Members of the Council of Past Presidents;
- C. A Committee member from the forthcoming host convention city;
- D. Open to all Good Standing members

## **10.2 Meetings, Board of Directors**

### Bylaw 10.2.1

During the interval between conventions, the Board of Directors shall meet a minimum of once a year, including at the General Assembly Meeting, and shall hold monthly conference calls.

### Bylaw 10.2.2

The Board shall hold monthly meetings and are required to attend the General Assembly Meeting each year as provided for within the Bylaws.

## **10.3 Meeting of Standing Committees**

### Bylaw 10.3.1

The Standing Committees shall meet quarterly and as called for by the Committee Chair as provided for within the Bylaws.

## **ARTICLE XI-AUTHORITY TO BIND**

### **11.1 Contracts and Funds**

#### Bylaw 11.1.1

The Board of Directors acting jointly may authorize any officer or officers or Board member(s) to enter into any contract or execute and deliver any instrument in the name and on behalf of the ABS and such other authority may be general or confirmed to special instances.

#### Bylaw 11.1.2

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the ABS shall be signed by the Treasurer.

#### Bylaw 11.1.3

The Board of Directors may accept, on behalf of the ABS, any contributions, gifts, bequest or devise for the general purposes or for any special purpose of the ABS.

#### Bylaw 11.1.4

A Chapter Club or member of the ABS shall not solicit any funds in their individual capacity for any project already undertaken by the ABS unless authorized to do so by the Board of Directors.

#### Bylaw 11.1.5

If a Chapter Club identifies a project they want to undertake they need to get approval from ABS to make sure the project is consistent with ABS mission and 501(c)(3) status. Funds raised for proposed project shall be sent to the ABS office to support the approved project.

### **ARTICLE XII- PROCEDURE AT MEETINGS**

#### Bylaw 12.1

On Parliamentary procedure not covered in the Bylaws, Robert's Rules of Order, revised, shall govern during ABS General Assembly Meeting.

#### Bylaw 12.2

During the General Assembly Meeting, the President shall appoint a Parliamentarian, other than the Legal Advisor, to resolve all questions of order. The decision of the Parliamentarian is final.

### **ARTICLE XIII- REMOVAL FROM OFFICE**

#### Bylaw 13.1

Any officer or director may be removed from office as a result of failure to fulfill the duties of their office, or for conduct detrimental to the best interest of the ABS. Any officer or director who fails to attend a previously announced meeting shall provide notice to the board. No show or no call for three consecutive meetings may be considered by the Board of Directors as failure to fulfill the duty of office.

#### Bylaw 13.2

Any elected board member who, during his/her tenure of office loses his/her status as a Member in Good Standing in the ABS or his Chapter Club, if any, shall be removed and replaced by one

appointed by the Board of Directors for the remainder of the unexpired term and until his/her successor shall be elected or appointed. The Board of Directors may use high number of vote tally to extend an invitation to participate as an appointed Board member for the remainder of the vacancy.

## **ARTICLE XIV- DISSOLUTION**

### **14.1- Dissolution of the Chapter Club**

#### Bylaw 14.1.1

In the event a Chapter Club should dissolve its membership, and no longer be considered a Chapter Club of the ABS, then all assets of the Chapter Club shall revert to the ABS for its sole possession.

### **14.2- Dissolution of the ABS**

#### Bylaw 14.2.1

Prior to Dissolution, a Dissolution Committee of seven (7) members shall be established as appointed by the Board. The Committee shall be comprised of the President, Vice President, legal advisor (selected attorney appointed by the Board), two (2) representatives who have served on the Board, and two (2) representatives who have served on the Standing Committee Members.

#### Bylaw 14.2.2

Duties of the Dissolution Committee shall include assembly, as some secure site, of all physical assets of the ABS. An accurate inventory shall be prepared and the assets placed in secure storage for a period not to exceed ninety (90) days.

#### Bylaw 14.2.3

All monetary assets, including all market investments and investment accounts shall be liquidated and combined, and the funds shall be used to purchase a ninety (90) day Certificate of Deposit in the name of the ABS.

#### Bylaw 14.2.4

All existing records such as minutes of meetings, documents, printed materials, books and the like as deemed appropriate by the Board, shall be assembled and itemized verifying their existence. These records shall also be placed in secure storage for a period not to exceed ninety (90) days.

#### Bylaw 14.2.5

Should no effort be made to revive the ABS within the ninety-day period, all physical assets shall be converted into cash by the Board, and along with the monetary assets shall be invested in a five (5) year Certificate of Deposit.

#### Bylaw 14.2.6

Should the ABS not be re-activated within the five-year period, the funds, together with all accrued interest, shall be used to fund educational scholarships of any of its members. Criteria for such scholarships shall be responsibility of the same Dissolution Committee members who handled the dissolution, insofar as is possible. It is further recommended that if the organization cease function, that the Board dissolve funds sooner than 5 years.

#### Bylaw 14.2.7

Should any original Dissolution Committee member not be available or able to serve, a substitute Good Standing member from the organization shall be invited to act in his/her place to assist to either revive the organization or dissolve assets for an educational scholarship.

#### Bylaw 14.2.8

It should be clearly understood that the role of the Dissolution Committee is, in this instance, a voluntary one, and there shall be no monetary compensation therefor.

### **ARTICLE XV- AMENDMENT**

#### **15.1 Amendments to Bylaws**

##### Bylaw 15.1.1

Any member in Good Standing shall have the right to submit amendments to the Bylaws by

mailing same to the Secretary at least thirty (30) days before the date set for the next General Assembly Meeting. The Secretary shall mail all proposed amendments received by him/her to the Chairman of the Constitutional Committee. The Constitutional Committee shall submit its recommendations for or against to the General Assembly. A two-thirds (2/3) majority vote of the General Assembly shall be required for passage of any proposed amendment to these Bylaws.

## **ARTICLE XVI - IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

### **16.1 Limitations on Activities**

#### **Bylaw 16.1.1**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **Bylaw 16.1.2**

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **16.2 Prohibition against Private Inurement**

#### **Bylaw 16.2.1**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **16.3 Private Foundation Requirements and Restrictions**

#### **Bylaw 16.3.1**

In any taxable year in which this corporation is a private foundation as described in Section

509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE XVII - CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **17.1 Purpose of Conflict of Interest Policy**

#### **Bylaw 17.1**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **17.2 Definitions**

#### **Bylaw 17.2.1**

Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **Bylaw 17.2.2**

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement; (2) A compensation arrangement

with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **17.3 Conflict of Interest Avoidance Procedures**

#### **Bylaw 17.3**

**Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- A. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- B. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- C. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **17.4 Records of Board and Board Committee Proceedings**

##### Bylaw 17.4

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **17.5 Compensation Approval Policies**

##### Bylaw 17.5.1

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to compensation of any member of the board.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to compensation of any member of the board or committee.

### Bylaw 17.5.2

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### Bylaw 17.5.3

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- A. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- B. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations): (1) is not the person who is the subject of the compensation arrangement, or a family member of such person; (2) is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement; (3) does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement; (4) has no material financial interest affected by the compensation arrangement; and (5) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- C. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following: (1) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations

are those of a similar size, purpose, and with similar resources; (2) the availability of similar services in the geographic area of this organization; (3) current compensation surveys compiled by independent firms; (4) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- D. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include: (1) the terms of the compensation arrangement and the date it was approved; (2) the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member; (3) the comparability data obtained and relied upon and how the data was obtained; (4) If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination; (5) If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting; (6) any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement); (7) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## **17.6 Annual Statements**

### Bylaw 17.6

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. has received a copy of the conflicts of interest policy;
- B. has read and understands the policy;
- C. has agreed to comply with the policy; and
- D. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **17.7 Periodic Reviews**

### Bylaw 17.7

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **17.8 Use of Outside Experts**

### Bylaw 17.8

When conducting the periodic reviews, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



## **Amendments for 2019-2010 Only**

### **Bylaw 2019-2020.1**

The Board of Directors shall consist of the following members; the President; the Vice President; the Secretary; and the Treasurer; and seven (7) Members-at-Large - of which only five (5) are required to be filled. Three members will carry 4-year terms while the rest will carry 2-year terms. Board of Directors will decide who is carrying which term-length prior to the next planned election in 2020.

### **Bylaw 2019-2020.2**

In an event that circumstances arise where no qualified member is nominated and willing to serve as President by being duly elected by the membership, or issues arise that prevent the recruitment of a person to function as President, the board has the authority to appoint two (2) officers for a short-term period (two years) until the next General Assembly Meeting is convened. The office of "President" will be allowed one vote, unless there is a tie where the non-voting President would break the tie.

**ADOPTION OF BYLAWS**

I, the undersigned, certify that I am the presently Secretary of Al-Bireh Society, Inc., and the above Bylaws with amendments, consisting of 30 total pages, was adopted at a General Assembly Meeting held on February 23, 2019.

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Printed Name**

**Unanimous accepted by member that attended Bylaw Committee**