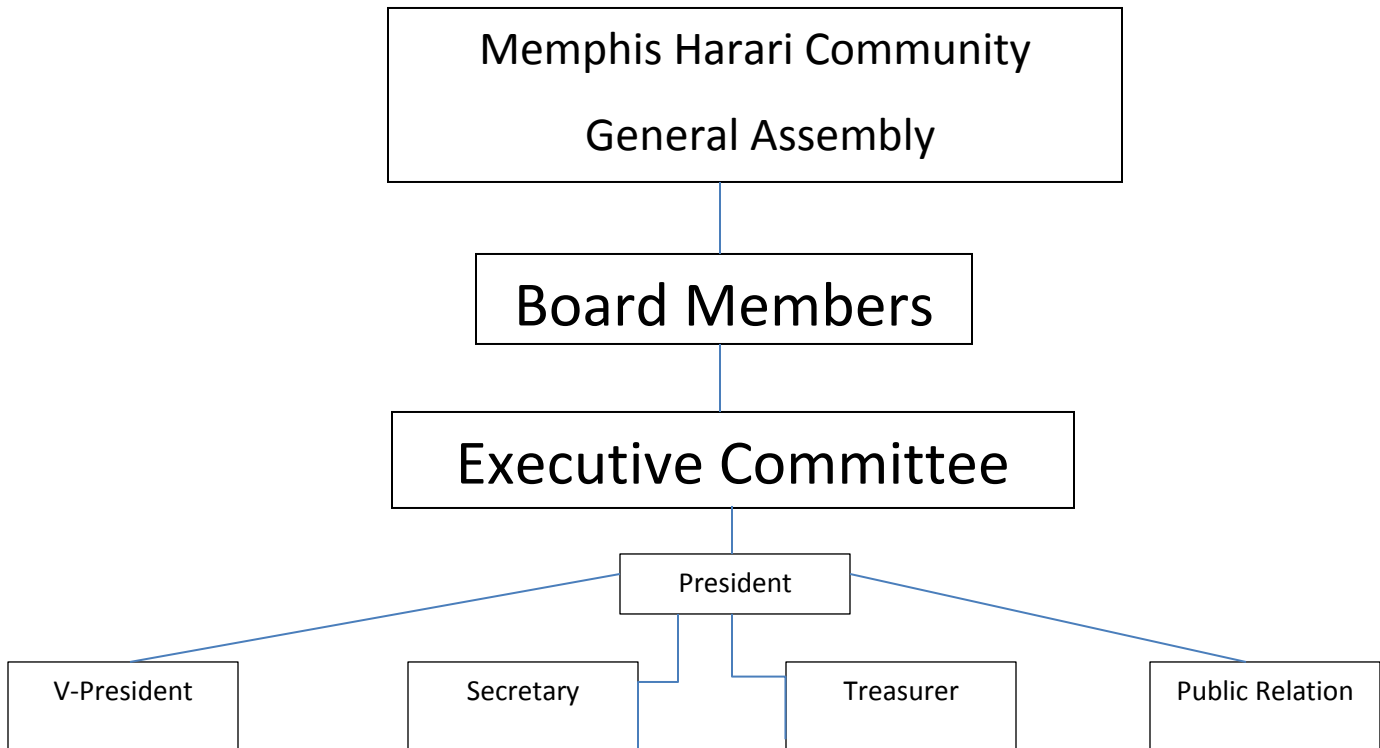




**BYLAW  
of  
Memphis Harari Community**

**A TENNESSEE NONPROFIT  
CHARITABLE ORGANIZATION**



**Adopted by the Organaztion as of  
*October , 18 2013***

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## Article I Name and Offices

1. Name. The name of this organization shall be "Memphis Harari Community." (hereinafter referred to as the "MHC").
2. Registered Office and Agent. The Corporation shall maintain a registered office in the State of Tennessee, and shall have a registered agent whose address is the same as the address of the registered office.

## ARTICLE II – PURPOSES

MHC is a non-profit, non-political organization organized exclusively for charitable, social, educational and developmental purposes, more specifically to uplift Hararis in Memphis Tennessee to preserving their culture, tradition, and identities, more specifically the following

1. To promote the social welfare of its members by developing and fostering cultural and social awareness and more specifically to provide funeral services, as well as financial, material and moral assistance to the family of the deceased member.
2. To plan and develop activities to celebrate the annual religious holidays namely Idul Fitr, Idul Adha and other cultural celebrations and activities.
3. To purchase and run a community center and use it exclusively to develop and foster Harari heritage, culture, social awareness and education.
4. To solicit funds and receive gifts from the public for the foregoing purposes as well as promoting fund-raising activities.
4. This organization is organized and operated exclusively for charitable purposes as defined by Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended and supplemented.
5. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. In case of the dissolution of this corporation, its assets remaining after payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund and or foundation.

## ARTICLE III - MEMBERSHIP and DUES

1. Members shall consist of individuals and/or families of the Harari descent and those who are related through marriage to the members of The Harari Community and are in good standing, accept and adhere to the purposes and basic policies of this organization as set forth in the By-Laws of this organization.

a. Family Members: Family members shall comprise of both spouses of the family. Both spouses shall have separate voting powers and shall pay one family dues which will be decided by the General Assembly.

b. Regular members will be a person who contributes annual dues, which will be decided by the General Assembly. Said person must be eighteen (18) years of age or older.

c. All members of the various categories specified above may be referred to as "members". Each member shall have one vote at the general membership meeting and all members shall be guaranteed equal rights to participate in the business of this organization. All members shall be bound by the terms and provisions of these By-Laws.

2. Dues: Will be determined at the annual General Assembly meeting as it may change from time to time.

#### ARTICLE IV. ANNUAL GENERAL ASSEMBLY MEETING

There shall be an annual General Assembly Meeting of the organization and shall be held on the 1<sup>st</sup> or 2<sup>nd</sup> Sunday in the month of October of each year. The secretary shall mail to every member in good standing at his or her address, as it appears on the membership roll book of the organization, a notice stating the time and place of the annual meeting. The meetings of the corporation shall be held at such time and place as may be determined and called by the Executive Committee on written notice mailed two (2) weeks prior to the scheduled meeting. In order to convene the annual meeting, a quorum of the membership must be present. A quorum shall consist of a two third 2/3 of the full voting membership of the organization. If a quorum cannot be obtained, a second meeting shall be called at which time, the members present shall constitute a special quorum.

A membership roll showing the list of voting members as of the record date, certified by the secretary of the organization, shall be produced at any meeting of members. The secretary shall provide a certified voting member list, as of record date, to any member who has requested in writing, at least 10 days prior to such meeting. All members appearing on such membership roll shall be entitled to vote at the meetings.

#### ARTICLE V - SPECIAL MEETINGS

Special meetings of the organization may be called by the Executive Committee, or one-fourth of the total general membership of the organization. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least (10) ten days before the scheduled date of

such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom it was called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### ARTICLE VI - GENERAL AUDIT

Books of the corporation shall be audited annually at the close of each fiscal year. The Audit committee will be appointed by the General Assembly and the committee shall report to the General Assembly at the annual meeting. The fiscal year shall commence on the 1<sup>st</sup> day of October and shall terminate on the last day of September of any given year.

#### ARTICLE VII - ORDER OF BUSINESS

The Executive Committee shall preside at the General Assembly Meeting. The order of business at the Annual General Assembly Meeting shall be as follows:

1. Roll Call
2. Reading of the Annual Report
3. Financial Report
4. Audit Report
5. Open discussion
6. Approval of the Financial Report
7. Election of Officers
8. Suggestions
9. New business
10. Old business
11. Adjournment

The conduct of said annual meeting shall be governed by Robert's Rules of Order as revised and supplemented.

#### ARTICLE VIII - BODY OF THE ORGANIZATION

This organization shall have the following bodies:

##### 1. GENERAL ASSEMBLY

The General Assembly shall consist of all members in good standing as stated in Article III

##### 2. EXECUTIVE COMMITTEE

The Executive Committee consists of at least five (5) members. They shall be elected by the General Assembly for a period of three (3) years. Secret ballot will be cast for the election of the Executive Committee. The Executive Committee will consist of the following officers:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Public Relation

Any general member in good standing shall be eligible to be nominated to the Executive Committee of this organization. Nominations shall be received at the Annual General Membership Meeting .

### 3. BOARD OF DIRECTORS

The Board of Directors shall consist of Four (4) not more than Six (6) members. They shall be elected by the General Assembly for a period of two (2) years.

The Board will be responsible for oversight and safe keeping of the By-Law of the organization. The board shall be responsible for the periodic re-examination of the By-Law.

### ARTICLE VIII - RESIGNATION

An Officer may resign at any time by giving written notice to the President or the Secretary of the Executive Committee. Unless otherwise specified in the notice, any resignation submitted shall take effect upon the receipt and acceptance by the Executive Committee.

### ARTICLE X - REMOVAL

The Executive Committee, by majority vote of the Officers then in office, may declare vacant the office of the Officer who:

- 1) Has been declared of unsound mind by a final order of court,
- 2) Has been convicted of a felony
- 3) Has been found to have violated the purposes of this corporation as expressed in this By-Law or to have breached the fiduciary duty owed this corporation by its membership,
- 4) Has missed four (4) or more consecutive meetings of the Executive Committee without reason cause as to whether such meetings were regular or special.

The Officer whose office is declared vacant, shall be provided with written notice of his or her removal. Such written notice shall be sent by United States mail addressed to the Officer at his or her last known address. In case of vacancies by reason of death, resignation or removal, the Executive Committee will propose names and fill the vacancy for the rest of the vacant term.

### ARTICLE XI - QUORUM OF EXECUTIVE COMMITTEE

A simple majority of members of the Executive Committee shall constitute a quorum for the transaction of business or of any specified item of business.

## ARTICLE XII - ACTION OF THE EXECUTIVE COMMITTEE

Unless otherwise required by law, the vote of a majority of the Officers present at the time of the vote, if a quorum is present at such time, shall be the act of the corporation.

## ARTICLE XIII - PLACE AND TIME OF EXECUTIVE MEETINGS

The Executive may hold its meetings at the office of the corporation or at such other places, as it may from time to time determine. Special meetings of the Executive shall be held upon notice to the Officers and may be called by the President upon a week notice to each Officer either personally, by mail, Email or text.

## ARTICLE XVI - COMMITTEES

The Executive Committee may appoint various committees for miscellaneous activities and the Executive will be responsible for their actions.

## ARTICLE XV - OFFICERS AND DUTIES

### PRESIDENT

The President shall have general charge and supervision of the affairs of the corporation and shall preside at all meetings. The President may enter into and execute in the name of the organization contracts or other instruments in the regular course of business which are authorized, either generally or specifically by the Board. From time to time the President may delegate to any other officer any or all of these duties and authority.

### VICE-PRESIDENT

During the absence or disability of the President, the Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the board shall prescribe.

### TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such Bank or Financial Company selected by the organization. He shall, at all reasonable times, exhibit his books and accounts to any Officer, Director or member of the corporation quarterly or at least at the end of each fiscal year, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

### SECRETARY

The secretary shall keep the minutes of the Executive Committee and also the minutes of the General Assembly. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Executive Committee. He shall attend to the giving and serving of all notices of the corporation, and shall be in charge of such books and papers as the Executive Committee may direct. He shall keep a membership roll containing the names, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

#### PUBLIC RELATIONS

A public relations officer's main job is to represent the organization in a reputable manner. The goal of a public relations officer is to advocate the organization to the general public. This is done through a variety of ways such as through press kits, campaigns and events.

#### ARTICLE XVI - SEAL

The seal of the corporation shall be as follows: The Memphis Harari Community.

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#### ARTICLE XVII - AMENDMENT OF BY-LAWS

This Bylaw may be amended when necessary by a two-thirds majority of the members during the Annual General Assembly Meeting.

This Bylaw is approved at a meeting of the General Assembly of Memphis Harari Community on October 18, 2013.