This Bylaw was amended and updated to streamline the organizational structure relationships among the various functional groups within the community and to overcome the challenges which were observed during the previous years of experience.

It replaces all previous MAAEC INC Bylaws and Regulations.

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Proposed

Organization Chart of the MAAEC Inc.

NOTE: 1. MAAEC INC GA includes Community GA & EDIR GA

2. External Auditor is paid contractor when needed
Article I - Preamble

We Ethiopians and American Citizens of Ethiopian origin residing in the Dallas/Fort Worth Metroplex,

COGNIZANT of the fact that the DFW Ethiopian community has grown extensively;

COGNIZANT of the fact that the Association is growing to accommodate the growing demands of its growing members and cope with the timely changes in the community at large;

COGNIZANT of the fact that all concerned parties of the Association have agreed to review the current MAAEC Bylaws dated November 13, 2011, to streamline the organizational structure relationships among the various functional groups within the community and to overcome the challenges which were observed during the previous years of experience,

IN ORDER to meet the challenges the new generation and the community are facing, to expand its scope of services, and to provide quality and a variety of services to the community;

DESIRING to establish a strong community center that embraces all members without any bias of racial, political, religious, or any other discriminatory elements;

NOW, THEREFORE, amend the MAAEC By-laws as stipulated herein.
Article II - Definitions

A. **BOD**: shall mean Board of Directors.

B. **DFW**: shall mean Dallas/Fort Worth, Texas

C. **EC**: shall mean Ethiopian Community

D. **ECC - DC**: shall mean Ethiopian Community Center Development Committee

E. **CEC**: shall mean Community Executive Committee

F. **CED**: shall mean Community Executive Director

G. **ECE**: shall mean Ethiopian Community EDIR

H. **EEC**: shall mean EDIR Executive Committee

I. **EDIR**: shall mean traditional community organization emanated from our culture of motherland Ethiopia for mutual assistance concerning funeral services

J. **GA**: shall mean General Assembly meeting of all members of the Association.

K. **MAAEC Inc.**: shall mean Mutual Assistance Association for the Ethiopian Community Incorporated in the Dallas Fort Worth Metroplex. Henceforth referred to as “The MAAEC Inc.” or “the Association.”

L. **Member**: shall mean any member of the Association, MAAEC Inc., who qualifies for membership as stipulated in this By-law.

M. **Proxy voting**: Shall mean voting by an authorized substitute as stipulated in this By-Law.

N. **Quorum**: Shall mean the minimum number of members of an assembly or Board of Directors or Executive Committee that must be present at any of its meetings to make the proceedings of that meeting legally valid.

**KEYS**

1. MAAEC INC GA = Community GA & EDIR GA

2. Community = Community GA & Community Executive Committee

3. EDIR (ECE) = EDIR GA & EDIR Executive Committee

4. Community Center = Center Development Committee (ECC-DC)
Article III - Name, Seal and Offices

Section 1 Name: The legal name of this organization shall be known as Mutual Assistance Association for the Ethiopian Community Incorporated in Dallas/Fort Worth, Texas, and shall herein be referred to as “MAAEC, Inc. or the Association.”

Section 2 SEAL: The Seal of this Association shall be circular in form and shall bear on its outer edge the words, MUTUAL ASSISTANCE ASSOCIATION of THE ETHIOPIAN COMMUNITY Inc., and on the center, the words and figures Corporate Seal, 1984, Dallas/Fort Worth.

Section 3. Registered Office and Agent:

A. The principal office of the Association shall be in Dallas Fort Worth Metropolex, Texas. The Association may have other such offices as the Board of Directors may determine, or deem necessary, or as the affairs of the Association may find a need.

B. The registered agent shall be the Chairman and the Secretary of the Board of Directors of the MAAEC Inc. authorized to transact business in the State as required by the State of Texas Nonprofit Corporation Act.

Article IV - Purpose

The purpose of this By-Law is to set rules and procedures in establishing the structure and functions of the MAAEC Inc.

Article V Scope

This By-Law applies to all members of the MAAEC Inc. and affiliated groups as stipulated herein.

Article VI - LEGAL STATUS

1. MAAEC Inc. is organized as a mutual-aid entity within the confines of Section 501 (3)C of the U.S. Internal Revenue Code, thus making it exempt from Federal Income tax obligations and allowing any personal or corporate contributions to the MAAEC Inc. to be tax-deductible under Section 170, (2) of the same code.

2. The MAAEC Inc., therefore, shall not be a participant in any political campaign on behalf of any candidate for public office, or political party or any such activity which would violate the tax-exempt status of the Association.
Article VII - Vision, Mission, and Objectives

Section 1. Vision:

A united and self-reliant Ethiopian /Ethiopian American community in DFW enjoying and promoting the best of Ethiopian culture and values

Section 2. Mission:

The mission of MAAEC Inc. is to unite and strengthen the Ethiopian Community in DFW, Texas by working together for an improved quality of life and self-reliance through the development and promotion of cultural, social, economic and educational programs and services to meet the needs of the community.

Section 3 Objectives:

The overall objectives of the Association shall be:

A. Bringing together all citizens of Ethiopian origin who reside in DFW into a voluntary union to represent and collectively advance the economic and social well-being of the community.

B. Increasing its organizational capabilities to help in resolving the immediate and long-range challenges facing its members and other persons of Ethiopian origin in the United States.

C. Identifying needs and expanding assistance in immigration, civil rights, health care, unemployment, education, welfare, and other related fields for the benefit of its members.

D. Nurturing, preserving and promoting Ethiopian heritage through organizing special events to commemorate significant historical events, exhibitions, public meetings, media activities, concerts, and shows, in collaboration with others, for the benefit of the next generation and to promote greater understanding and harmony with the main stream society at large.

E. Developing and strengthening relationships with similar mutual associations and other government and private entities to expand opportunities for collaborations in all activities within the frame work of its mission.

F. Strengthening and facilitating communication and expanding networking opportunities among all members to promote unity and greater collaboration within the framework of its mission.

G. Assisting new members to settle in the U.S. and to help in seeking for their personal and family problems, including but not limited to legal, economic and educational challenges.
H. Assisting, encouraging, promoting, and supporting professional associations representing professionals of Ethiopian origin in major professional fields to support their advancement and encourage their collective significant contributions to society.

I. Establishing and managing a well-equipped community center with adequate facilities to provide relevant services and programs to satisfy the collective needs of its membership.

J. Strengthening mutual understanding and cooperation among the various segments of the community by promoting sports, cultural, social, and economic activities for women, youth, seniors, and other groups of members with special needs.

K. Encouraging and facilitating the participation of its members in civic activities to exercise their voting and other rights and duties as responsible citizens and/or residents of the United States.

L. Encouraging its members using all available media to have valid living wills.

M. Encouraging and supporting the efforts of its members and/or other entities to engage in initiatives to mobilize extend humanitarian and economic assistance to the Ethiopian people from Diaspora.

**Article VIII - Membership**

**Section 1. Registration for Membership:**

A. All persons of Ethiopian origin who reside in DFW and who agree to abide by the rules and regulations of the Association can be members of the MAAEC Inc.

B. All eligible applicants shall be registered as members of the Association upon completing the membership application form and complying with the required payment to the Office of the Association. The payment date of registration shall be the effective date of membership of the Association.

C. There will be a waiting period of thirty (30) days for a new member to be able to vote and one (1) year to be able to run for any office of the Association. The waiting period of one (1) year may be waived by the simple majority vote of the General assembly for a member with unique and extraordinary ability relevant for the proposed MAAEC Inc. office position.

D. Pro-active and concerted efforts shall be made to recruit general membership as well as leadership from other Ethiopian mass organizations. The Association shall have the following categories of membership:

1. **Voting members:** any persons of Ethiopian heritage residing legally in DFW, Texas who have fully paid membership dues shall have all the privileges of membership including making motions, debating, voting and holding offices and serving in leadership roles.
2. **Honorary, Affiliate, and Corporate Members:**
   
a) Are made through recommendations by the Board of Directors and approved by the General Assembly at the general meeting of the Association.

b) Have all the privileges of membership except for voting, holding office, and being a member of the EDIR. Membership dues are voluntary.

**Section 2. Membership Fees:**

A. Only the General Assembly that can decide on membership and registration fees of voting members of the Association. However, any amendments as to the discounted rate must be approved by the General Assembly of the EDIR if the newly amended rate is to become a requirement to be an EDIR member.

B. Voting members shall pay a membership fee of $60.00 per year. This amount will be discounted to $40.00 per year if the member chooses to be an EDIR participant as well. The entire annual membership fee shall be paid at once during registration for membership.

C. Membership is renewable every year. The member shall be given notice to pay dues two (2) months prior to expiration of membership and a grace period of three months with a penalty of $20.00 per month after the expiration to renew membership.

**Section 3. Rights of Voting Members:**

A. Voting members of the Association shall have the right to attend and to vote at all general and special meetings, to nominate and vote or to be a candidate for the MAAEC BOD, Executive Committee or for any other position to be determined by the General Assembly and to receive notices or reports issued by the Association.

B. The right of a member shall cease upon non-payment of membership fees timely.

C. Voting members shall have the right to recall elected leader or leaders who failed to execute his/her duties in an honest and legal manners and re-elect replacements if the required minimum registered petition formalities are met.

**Section 4. Responsibilities of Members:**

Members are individually and jointly required and expected to participate and contribute as much as possible to build the community.

Members shall:

A. Pay membership fees in a timely manner.
B. Attend meetings whenever called upon; share their views and exercise their voting rights
C. Abide by the MAAEC Inc. By-laws and official guidelines at all times
D. Respect elected leaders and serve as volunteers when necessary

Section 5. Withdrawal of Membership:

Any member may withdraw membership from the Association by submitting a written request to the MAAEC Inc. Executive Committee Secretary.

Section 6. Revocation of membership of the Association

A. Any person’s membership of the Association shall be revoked by the affirmative vote of the majority of the General Assembly at any meeting called for that purpose, for conduct detrimental to the interests of the Association, or for refusal to render reasonable assistance in carrying out its purpose.

B. Any such member or proposed to be removed shall be entitled to at least five days advance notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such a meeting.

C. Voting members who fail to pay renewal membership fees shall automatically be removed from membership after the renewal payment date expires.

Article IX - Fees, Dues, Assessments & Compensations

Section 1. The General Assembly may at annual or special meetings establish registration fees, annual membership fees and dues assessments. The Executive Committee shall make rules and regulations to enforce the collection of fees, and assessments.

Section 2. Board Members, Committee Managers, and members shall serve without remuneration and shall not receive, directly or indirectly any financial, or material benefits or profit from their position as directors or managers or members of the Association.

Section 3. Reimbursement or pre-payment shall be made to the elected leaders or other volunteers for mandated and reasonable expenses incurred to fulfill community duties as approved by the BOD or the Executive Committee of the MAAEC Inc. The payment shall be made by the Executive Committee.
Article - X Organization and Management

Section 1. Composition:

A. The MAAEC Inc. is composed of: two General Assemblies (GA), Community GA and EDIR GA; Board of Directors, and, three Executive Committees, (Community Executive Committee, EDIR Executive Committee, and Ethiopian Community Center – Development Committee (ECC-DC).

B. The EDIR is a special unit known as Ethiopian Community EDIR (ECE) for designated participants. Only the EDIR General Assembly and the EDIR Executive Committee are the authorized bodies to deal with matters related to the EDIR as stipulated in the EDIR Regulations and Article XIII of this Bylaw.

Section 2. General Assembly: The General Assembly is the highest echelon in the Association. The BOD, the Audit Committees, and the Election Committees report directly to the GA. The General Assembly is composed of all members of the Association as stipulated in this By-law and the ECE Regulation.

A. Duties and Responsibilities of the GA:

1. Elects and assigns directors and managers for the BOD, Audit Committee, Election Committee and Executive Committee.

2. Approves the overall policy, strategy, long term plan and functions of the Association.

3. Approves the annual budget and audit report of the Association.

4. Discusses and resolves all issues presented to the Assembly by the BOD. The Executive Committees may be delegated to handle if the case was their initiation.

5. Amends the By-laws of the Association as needed.

6. Makes all final decisions of The Association unless otherwise delegated by the GA to the BOD, the Executive Committee, or other ad hoc committees set up for that specific issue.

7. The EDIR GA shall be governed by the EDIR Regulations.

B. Meeting Procedures:

1. A regular General assembly meeting of members shall be held annually to present an annual report, audit report and other issues of policy matters that need final resolution. The BOD and Executive Committee shall present such reports at all the annual meetings of the General Assembly.
The EDIR GA meeting shall follow the EDIR Regulations.

2. General Meetings of members shall be held at such a location available within the DFW metroplex.

3. All members of the Association shall attend all meetings of the GA as called upon.

4. The Chairman of the Board, or in his/her absence the Vice Chairman, shall chair the General Assembly and Board meetings. Either the Chairman or the Vice chairman shall have the authority to delegate chairmanship in their absence.

C. **Proxy Voting:**

1. Proxy voting shall be allowed for those Voting members who cannot attend the General Assembly meeting as scheduled. Each MAAEC Inc. voting member may carry proxy votes for up to two (2) other MAAEC voting members.

2. The designated Proxy himself/herself must be a member of the MAAEC.

3. A Proxy may not vote when the Principal himself/herself is present to vote.

4. The authority conferred upon a proxy is limited to a designated or special purpose programmed by the MAAEC management.

5. The Participant authorizing the Proxy is bound by his/her appointee’s acts, including his/her errors or mistakes.

6. The proxy document shall be in writing such as letters, e-mails, or faxed papers and must be signed by the Participant who has designated the proxy. The Proxy himself/herself must be a Participant to represent another Participant (the Principal). This proxy document shall be properly documented and filed in the MAAEC office.

7. The Executive Committee shall create guidelines and get it approved by GA for processing and implementing the proxy voting procedures for free, fair, and transparent elections.

8. All Voting members shall attend all meetings. A penalty of $25.00 per meeting shall be assessed on members who do not abide by the Bylaws and attend the meeting.

D. **Special meeting of the General Assembly**

1. General Assembly special meeting for any purpose may be called by the majority of the BOD, the Executive Committee, or by a petition signed by 10% of the voting members in good standing of the Association duly submitted to the Executive Committee.
2. All special meeting requests must be presented to the BOD for consultation and approval. However, The BOD shall not reject or nullify a request for General assembly meeting either by the Executive Committee or the 10% of the Voting members.

3. The notice for any General Assembly shall state the purpose(s) and other pertinent information and be announced to members stating the place, date and time thereof, at least two (2) weeks before the meeting date unless it is an emergency that requires short notices as determined by the Board.

E. **Quorum to proceed with the meeting & Decision-making:**

1. At any meeting of members, each voting member in good standing and present in person is entitled to voice his/her views freely and to one vote.

2. A quorum for any **meeting** of the MAAEC General assembly shall consist of one-third of the total voting MAAEC members present either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members. If a quorum is present at the start of a meeting, the quorum remains regardless of the member count at the end, and resolutions made at the meeting shall be binding.

3. All Decisions are made by a simple majority vote of voting members present at the meeting except for matters related to the amendment of the MAAEC By-law which requires three-fourth (3/4) of the quorum (voting members present at the meeting including proxy).

4. The Chair must make sure that a quorum is present to ascertain the ability of a deliberative assembly.

5. If a meeting is adjourned due to lack of quorum, another meeting is called within thirty (30) days and voting members, including proxy, present at such meetings shall constitute a quorum.

**Section 3. External Auditor:**

A. The Association shall utilize the services of an external Auditor to establish its credibility to members and donors and ensuring compliance with tax laws.

B. The External Auditor shall not be affiliated with the Association nor has a conflict of interest whatsoever.

C. The MAAEC Inc. Executive Committee shall search for bids that can perform the auditing job at a reasonable cost and get it approved by the Board. The auditing performance shall be once a year.
D. The External Auditor shall examine financial statements to ensure the documentation meets generally accepted accounting guidelines and shall accurately represent the financial position of the Association.

E. The auditors shall have complete access to all financial information to produce an audit report. The report shall be duly signed by the auditors and submitted to the Board and a copy to the Executive Committee.

F. The Auditors are responsible for providing reasonable assurance that the financial statements are free from material misstatements and prepared according to the generally accepted accounting principles (GAAP). Additionally, the Auditors may provide their recommendations to the Executive Committee.

Article XI - General Rules that apply to All Community Leaders

1. All Community leaders of the Association shall be required to know all available bylaws and Regulations in general and conversant with the details rules and regulations pertaining to their position to serve the community.

2. All community leaders, within the context of their positions in the Association and not exceeding their power and authorities given by these bylaws, shall strive hard to unify the Community members at large with dedication and clear vision:
   a. By creating synergy and enhancing harmony within the community
   b. By promoting the unity of purpose within the community
   c. By encouraging service excellence and volunteerism
   d. By ensuring the prevalence of accountability and sound transparency within the MAAEC so that it will always enjoy the fullest confidence and trust of the members.
   e. Encouraging Fund Raising for the realization of Community goals and objectives
   f. Establishing and soliciting support from connections with government agencies, public organizations for-profit and non-profit corporations.
   g. Promoting the MAAEC at public forums and other opportunities
   h. Networking with foundations, mayors, business leaders and city councils in Dallas/Fort Worth.
   i. Building positive and respectable image for the Association in main stream society.
Article XII - Nomination and Election Committee

Section 1. Composition and Election:

1. The General Assembly shall elect five (5) members to serve as an election committee out of ten (10) nominated members from the floor for a non-renewable term of two years or two elections terms whichever comes later.

2. The Nomination and Election Committee reports directly to the General Assembly.

Section 2. Requirement for candidacy for election:

The Candidate:

A. Should be in a good standing voting member of the MAAEC Inc.

B. Should have a high moral standard of character and integrity in the community.

C. must reside in DFW for a minimum of three years and must have sufficient knowledge of the community to select candidates

D. Must have no conflict of interest with the Ethiopian community operations and objectives.

Section 3. Duties and responsibilities:

A. The Election Committee shall strictly follow the directives and criteria stipulated in the Bylaws and procedures established by the Executive Committee and approved by the Board to select nominees both for the BOD and the Community Executive Committee.

B. The General Assembly reserves the right to accept or reject any nomination if a reasonable doubt is perceived by the majority of the assembled members.

C. It accepts nominees from members, investigates and evaluates each nominee available for the position and presents only two candidates for each position for election.

D. Advises and briefs new candidates about the Association’s expectations;

E. Presents the Candidates to the General Assembly for election. Elections are made for each position by the General Assembly.

F. The Election Committee shall present brief profiles for each candidate to the General Assembly. The Election Committee shall announce the names of the nominees to the public through all available media minimum two weeks prior to
the Election Day. The report will be well documented and secured in the MAAEC office for future references.

G. The Election Committee ensures that votes are cast and counted transparently, results verified and disclosed to members.

H. Makes sure that elected members are sworn-in for the positions elected.

**Section 4. Requirement(Criteria) for BOD/Executive Committee positions:**

The Election Committee shall select and present nominees for BOD/Executive Committee positions who demonstrate most if not all of the following criteria and are willing and committed to serving the community as directors and managers:

A. A minimum of three years residence in DFW, Texas to have sufficient knowledge of the community. Membership of the EDIR is a must to be a nominee for BOD positions.

B. A clear understanding of, and willingness to work actively to promote the vision, interests, and objectives of the MAAEC

C. Be influential at the local and national level that could be to support the Community and its progress

D. Capacity and willingness to make significant contributions and/or assist in the Association’s fund-raising efforts

E. Specific skills, talent or interests that could be of value to the Association’s short and long term objectives, plans, programs and activities

F. Ability to attend and be involved regularly in BOD and other important meetings and other Associations activities

G. Strong and positive relationship with the community at large.

H. Experience in community services in some capacity

I. Ability in demonstrated strong communication and public relations

J. Free and clear from potential conflict of interest

K. Strong leadership qualities and experience with demonstrated high integrity and support to community-based initiatives.

L. Clear understanding of the relationship between the Executive Committee, the ECE and affiliated groups in the community

M. Ability and willingness to commit to serving as BOD
N. Foster a spirit of loyalty and fraternity among leaders in the MAAEC Inc. and the community at large

**Article XIII - BOARD OF Directors (BOD)**

**Section 1. Composition & Election:**

A. The Board of Directors of the MAAEC Inc. is composed of nine (9) members, a Chairman, a vice-chairman, a secretary, & six (6) members, elected as follows: The Community GA shall elect a Chairman and four (4) members; The EDIR GA shall elect a vice-chairman and three (3) members.

The joint members of the Community GA and the EDIR GA shall form the Board of Directors of the Association, hereafter referred to as the Board or BOD.

The Board shall elect its secretary at its first meeting.

B. All Board members must be members in good standing of the Association as well as the EDIR as per the requirement of membership stipulated in Article VIII of this Bylaw.

C. The BOD members are nominated by members of the Association, selected by the Election Committee and elected by the MAAEC General Assembly of the Community and the EDIR respectively for a term of up to five years.

D. On the initial election under this By-law, only the Chairman and the Secretary will serve for a full five-year term. Two of the other candidates who receive the highest vote count will serve for four years and the remaining candidates will serve for three years. All the Board of Directors elected after the first election will serve for five years.

E. Three (3) alternate members shall be elected along with the five the BOD members for an emergency that may necessitate filling a vacancy.

F. No person shall serve more than two consecutive terms unless a majority of the Board, during a Board meeting at which a quorum is present, votes to appoint a Board member to only (1) additional year but cannot exceed eleven consecutive years.

G. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after two years have passed since the conclusion of such a Board member’s service.

**Section 2. General Powers and Responsibilities**

A. The BOD is the highest power echelon next to the General Assembly that shall oversee the proper functioning of the Association ensuring that the core values and purpose of the Association are reflected in its operations.
B. The Association shall be governed by a Board of Directors which shall have all the rights, powers, privileges and limitations of liabilities of the directors of a non-profit corporation organized under Non-Profit Corporation Act of Texas as stipulated herein these Bylaws of the MAAEC Inc.

C. The Board shall establish policies and directives governing business and programs of the Association and shall delegate to the Community Executive Committee members subject to the authorities and responsibilities provisioned by the Bylaws and Regulations.

D. The Board shall have general oversight power to review, monitor and supervise the EDIR operations, present findings to the EDIR GA, and makes sure that the operations are run strictly in accordance with its separate Regulations approved by the EDIR participants.

E. The Board shall have respect for the EDIR Regulations and strives with its determination to protect the interests of the EDIR participants.

F. The BOD reports to the General Assembly of the MAAEC Inc.

G. The BOD has the authority to approve agreements and contracts valued over $10,000.00 on behalf of the Association excluding the EDIR that operates by the rules of the IDIR Regulations.

H. It has an overall responsibility to make sure that all the decisions of the General Assembly are properly implemented and the provisions of the By-law are respected.

I. The BOD shall protect the assets of the Association, and resolve conflicts within the MAAEC Inc.

J. The BOD may suggest amendments to the Bylaws of the Association

K. The BOD has the authority to consult other persons or organizations to obtain expert advice for the benefit of the community.

L. The BOD shall have the authority to intervene and suspend, as necessary, and not exceeding three months, any operation(s) by the Community Executive Committee that may adversely affect the interests of the MAAEC Inc. and call immediate GA meeting for the final decision. The BOD is required to have reasonable justification or cause for its actions to implement.

M. The BOD is collectively accountable to the general membership of the Association.

N. Board members must exercise their powers in a manner consistent with the By-laws, plans, and directives of the MAAEC Inc.
O. As fiduciaries, BOD members shall not put themselves in a position where their interests and activities conflict with their duties and responsibilities in leading the Association.

P. BOD members, must not, without the informed consent of the Association, use the assets, opportunities, information or records of the Association for their profit.

Q. The BOD shall have the ultimate authority to order external auditors for both the Community and EDIR Executives if discrepancies are detected that are not managed by the Internal Audit Committees, or the Executive Committees as to the handlings of financial assets and reports the findings to the relevant General Assembly.

Section 3. Meeting:

A. The Board’s regular meetings shall be held at such time and place as shall be determined by the Board.

B. The Chair of the Board or any four (4) regular Board members may call a special meeting of the Board with 2-10 days’ written advance notice provided to each member of the Board.

C. The notice shall be served upon each Board member via hand delivery, regular mail, email, text or fax. The person(s) authorized to call such special meetings of the Board may also establish the meeting so long as it is a reasonable place to hold any special meeting of the Board.

D. The Chairman shall preside at all meetings of the BOD unless otherwise he/she delegates the Vice-Chairman or the Secretary in their absence.

E. The BOD shall meet at least quarterly for regular meetings. If there are issues to be resolved in due courses, the Board is obligated to meet as necessary.

F. Decisions of the BOD are made by a simple majority.

Section 4. Minutes:

A. The Secretary shall be responsible for the recording of all minutes of every meeting of the Board in which business shall be transacted in such order as the Board may determine.

B. If the Secretary is not available, the Chair of the Board shall appoint an individual to act as Secretary at the meeting.

C. The secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Association to be placed in the minute book.
D. A copy of the minutes shall be delivered to each Board member via either mail, hand-delivered, emailed, or faxed within five (5) business days after the close of each Board meeting.

Section 5. Quorum:

A. At each meeting of the Board, the presence of four (4) members shall constitute a quorum.

B. If at any time the Board consists of an even number of members and vote results in a tie, the vote of the Chair of the Board shall be the deciding vote.

C. If a quorum is not present at a meeting, the Board members may adjourn the meeting without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Section 6. Voting:

Each Board member shall have only one vote. Board members shall not be allowed to vote through a written proxy.

Section 7. Resignation, Removal, and Vacancy:

A. If a member of the BOD wishes to resign from his/her position, he/she must submit a written request to the Chairman and the acceptance will be the simple majority of the remaining board members. The alternative that has the highest vote count at the time of election shall fill the vacancy until the end of the remaining term.

B. A board member can be suspended or removed only by the majority of the General Assembly.

C. A Board member may be removed, with cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of active Board members.

D. Any vacancy on the Board may be filled by a vote of a two-thirds majority of the Board members in office. A board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Article XIV - MAAEC Executive Committee:

Composition and Election:

A. Composition: The Executive Committee is composed of ten (10) Officers. The Executive Committee Director (referred to as the ECD hereafter) who reports directly reports to the BOD of the Association will chair and control the Committee.
Executive Committee Members:

1. Executive Director
2. Internal Auditor
3. Secretary
4. Public Relations Manager
5. Treasurer (Treasury Manager)
6. Accountant (Accounting Manager)
7. Youth Affairs Manager
8. Social Affairs Manager
9. Women’s Affairs Manager

B. Election:

1. MAAEC Executive Committee members are elected by the General Assembly for a term of three (3) years. The members are eligible only for one (1) second term re-election.

2. No person shall serve more than two consecutive terms unless a majority of the Committee votes to appoint an Executive Committee member to only one (1) additional year during a Committee meeting where a quorum is present.

3. After serving the maximum number of consecutive years on the Committee, a member may be eligible for reconsideration as a committee member after two years have elapsed following the conclusion of such Committee member’s service.

4. The elected members shall continue to serve the community until the next annual meeting of the General Assembly or until the election process of their respective successors is completed.

5. One-third (1/3) of the Managers shall be elected at each annual membership meeting. To this end, three candidates receiving the highest vote at the first election under this By-law will serve for the full three (3) year term. The next three highest vote receivers shall serve for two years and the remaining three will serve only for one year. After the first election, all candidates will serve the full term.

6. Each candidate shall be elected for a specific leadership position by the General Assembly.
Section 2. Duties and Responsibilities of the Community Executive Committee:

The Executive Committee designated to run the day-to-day operations of the Association shall have the following duties and responsibilities:

A. Formulates and executes all its plans of operations of the Association as per its approved budget and plan.

B. Ensures full compliance with tax laws and implementation of the By-Laws

C. Organizes, coordinates, and ensures the full accountability of all committees and subcommittees under its jurisdiction.

D. Manages and maintains sound financial health of the Association (revenues & expenses). The Executive Committee has the authority to approve all expenditures up to $10,000.00 at a time as long as it is within the approved budget.

E. Recruits /hires and manages competent volunteers and staff for efficient operations of the Committee.

F. Manages the acquisition and disposal of MAAEC Inc. assets with the approval of the BOD

G. Pursuant to Section 519 of the Not-for-profit Organization Law, at their annual meetings of the General Assembly the Executive Committee shall present, a financial report, verified by the President and Treasurer or by a majority of the Executive Committee members and upon the approval of the Board showing in appropriate detail the following:

1. The assets and liabilities including the trust funds of the Association at the end of the fiscal year immediately preceding the annual meeting, which shall be no more than four (4) months prior to such meeting;

2. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;

3. The expense or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report;

4. The numbers of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report and a statement of the place where the names and addresses of the current members may be found.

H. The annual report of the Executive Committee shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the
annual General Assembly. It presents quarterly summary reports to BOD and Annual report to GA through the Board.

I. The Executive Committee members must act with honesty and integrity to lead by example

J. Executive Committee members must not, without the informed consent of the ASSOCIATION, use assets, opportunities, or records of the Association for their benefit.

K. The MAAEC Executive Committee shall provide all office facilities including but not limited to covering office and office supplies expenses, rental expenses for general EDIR participants meeting, printing and mailing expenses

L. The MAAEC Executive Committee shall receive the yearly financial report directly from the ECE Executive Committee for tax reporting purposes only

M. The MAAEC Executive Committee is the only authorized body in the MAAEC Inc. to make consolidated tax reporting to the IRS as long as the units use the same tax identification number.

Section 3. EC meetings and decision making.

A. Meetings:

1. The Executive Committee Director (ECD) shall preside at all meetings of the EC. In the absence of the Executive Director, the Secretary shall preside at the meetings.

2. The Executive Committee members shall meet at least monthly at an agreed-upon time and place.

3. Notice of all Committee meetings shall be given either by phone or in writing at least three (3) days in advance.

4. Decisions of the EC are made by a simple majority.

5. The Secretary shall be responsible for the recording of all minutes of every meeting of the Committee.

6. However, if the Secretary is not available, the Chair of the Committee shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Association to be placed in the minute book.
7. A copy of the minutes shall be delivered to each Committee member via either mail, hand-delivered, emailed, or faxed within 5 business days after the close of each Board meeting.

B. Quorum

1. At all meetings of the Executive Committee, a majority of the Committee members shall be necessary to constitute a quorum for the decision of any issue.

2. The act of the majority of the Committee members present at any meeting at which there is a quorum shall be the act of the EC members except as may be otherwise specifically provided by a statute or by this By-Law.

3. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent member, and may take such other and further action as provided in this By-law.

Section 4. Removal from MAAEC Executive Committee:

A. If an Executive Committee member wishes to resign, he/she shall submit a written request to the Executive Committee Director and the acceptance will be decided by a simple majority of the remaining Executive Committee members.

B. Any manager or Committee member may be suspended or removed from the office by the affirmative vote of two-thirds (2/3) of all the Executive Committee members at any regular or special meeting called for that purpose and by the approval of the BOD, for conduct that is detrimental to the Association or refusal to render reasonable assistance in carrying out its purpose.

C. Any officer proposed to be removed shall be entitled to at least five (5) days” notice in writing by mail of the meeting of the Executive Committee at which such removal is to be voted upon and shall be entitled to appear before and be heard at such a meeting Such decisions may be appealed to the BOD for final decision or referral to the General Assembly of the Association.

D. The Executive Committee members shall replace any vacancy by a majority vote of the remaining Committee members. However, if the majority of the Committee members resign, the BOD shall temporarily, not exceeding ninety (90) days, fill the vacancy until the next and earliest General Assembly of the MAAEC Inc.
Section 5. Executive Committee Members

A. Executive Director:

1. Shall be responsible for the strict enforcement of the provisions of these by-laws. He/she shall reports to the Board of Directors and the Community General Assembly as stipulated in this Bylaw.

2. Presides over all Executive Committee meetings and shall play primarily a supervisory role in the affairs of the Executive Committee.

3. Conducts meetings in a manner that is orderly, disciplined, and systematic and in conformity with parliamentary rules and procedures.

4. Decides the time and location of meetings ahead of time and may call emergency sessions of the Executive Committee in consultation with two (2) other Committee members; such a session may also be held if and when the majority of the Committee members request.

5. May represent the Association at outside functions and meetings.

6. The Executive Committee Director shall inform the Secretary in advance of his/her inability to attend a scheduled meeting so that the latter shall take charge.

7. As a signatory in all financial transactions of the Association, the ECD shall make him/herself available to the Treasurer or Assistant Treasurer to execute this responsibility.

8. Supervises and evaluates the performance of his/her Committee staffs of the Association. Approves the hiring, promotion and firing of senior staffs in consultation with the Executive Committee members.

9. Shall have authority to approve expenditures up to $1000.00 within budget so long as he/she can reasonably justify the need is related to official business.

B. Internal Auditor:

1. Reports to the Executive Director and undertakes internal audit functions to ensure that MAAEC accounting and financial activities fully comply with the Association's By-law and approved procedures;

2. He/she is charged with providing an independent and objective evaluation of the MAAEC”s financial and operational activities including its corporate governance.
3. Verifies and countersigns all payment vouchers or payment authorization documents

4. Checks those revenues, contributions, and expenditures are accounted for accurately;

5. Checks the bank account including all transactions to ensure accuracy and compliance with approved procedures

6. Ensures that MAAEC's assets are fully accounted for;

7. Double checks the statements submitted by the Accountant and the Treasurer to ensure accuracy;

8. Conducts specific studies/audits as required or directed by the ECD.

9. Ensures not only compliance with internal regulations and procedures but also outside regulatory agencies.

10. Submits a monthly and other reports as required identifying any non-compliance with approved procedures and submitting appropriate recommendations;

11. Provides an evaluation of operational efficiencies; recommends and advises the Executive Director on value and efficiency improvements as evident from reviews performed;

12. Ascertain that there is an adequate internal control system to ensure the integrity and reliability of financial and other information provided to the management.

C. Secretary:

1. The Secretary shall be responsible for the dissemination of all official communications of the Executive Committee and shall act in that capacity at the meetings of both the EC and General Assembly. The Secretary reports to the Executive Committee Director.

2. Makes proper arrangements for all meetings of the EC as well as the General Assembly by announcing relevant information such as the date, the time and location of such meetings promptly.

3. At the request of the ECD, the Secretary may also make up the agenda for the meetings.

4. Records the minutes of each EC meeting read the contents at the next session and have them signed by each member for official adoption of the record.
5. Shall keep all membership records written, video and audio recorded documents involving the Association and its operations in a designated place on the premises of the Association; coordinates the list of names and addresses of EC and members of the various committees.

6. The Secretary shall preside the EC meeting in the absence of the ECD.

D. Public Relations Manager:

The PR Manager manages the flow of information between the Association and the public at large. It aims to gain positive exposure for the MAAEC.

More specifically, the MAAEC PR Manager shall:

1. Focuses on two-way communication and fostering of mutually beneficial relationships between the MAAEC and the public.

2. Plan and prepare a budget for his/her department and submits to the Executive Committee for approval. Reports to the Executive Committee Director of the Association.

3. Implement the essential functions of PR that includes research, planning, communication dialogue, and evaluation.

4. Coordinate and supervise the establishment and administration of the official web site of the MAAEC.

5. Make a concerted effort to coordinate effectively information gathering & dissemination, publicity, publications of news, events and social event announcements pertaining to the Association.

6. Actively engage with other sister community-based organizations (such as church, sports teams, local businesses and others.

7. Cultivate and maintain a good relationship with local public officials.

8. Formulate and propose rules and procedures for the enhancement of Community media programs.

9. Ensure that all rules, regulations, and provisions pertaining to the internal administrative procedures of the radio program shall be strictly adhered to.

10. Act as spokesman of the Association and promotes greater understanding between the MAAEC and the public at large.

11. Ensure major activities of the Association are recorded on appropriate media, properly disseminated and kept for records and future reference.
12. Control and make sure that all community media like Radio or radio programming, TV, and magazines serve the community on basis of equality and fairness without any bias towards any group or sector political and religious affiliations whatsoever to safeguard the unity of the Community.

E. **Treasurer:**

1. The Treasurer is responsible for managing the treasury of the Association. He/She reports to the Executive Committee Director. Prepares plans of action and budget for the department and submits to the Executive Committee for approval.

2. The Treasurer shall actively participate in budget preparation and development of procedures for financial management.

3. Maintains financial records per guidelines and procedures including bank statement, payment authorizations and receipts. The Treasurer reports to the Executive Committee the financial status of the Association quarterly.

4. Makes sure that accurate records and supporting documentations are kept with a reasonable level of details that provide a clear audit trail for all transactions.

5. The Treasurer shall work closely with the Accountant and ensure any Association financial transaction shall not be conducted without the knowledge of the latter and appropriate approval per procedure.

6. As the custodian of the finances of the Association, the Treasurer shall handle all bank deposits and withdrawals and pays regular monthly bills and all other expenditures properly authorized per official procedures.

7. The Treasurer shall keep all financial records which must be reconciled with that of the Accountant monthly.

8. All receipts shall be kept with the Treasurer and the Accountant shall get a copy.

9. It shall be the job of the Treasurer to provide with a receipt for all payments made by the Association.

10. All payments other than regular monthly bills shall be approved by the Executive Committee.

11. The Treasurer shall keep petty cash of no more than $300.00 at any one time and shall account for all expenditures made from the petty cash with supporting receipts and approvals.
F. **The Accountant: (Accounting Manager)**

1. The Accountant is responsible to provide pertinent financial information for the Executive Committee and the Association at large by recording, classifying, summarizing and interpreting all financial data available to him/her.

2. The Accountant reports to the Executive Committee Director. Prepares plans and budget for the department and submits to the Executive Committee for approval.

3. Makes sure that accurate financial reports are created that are useful to the EC and other stakeholders.

4. The Accountant shall work closely with the Treasurer and should be informed of all financial transactions of the Association.

5. The Accountant shall prepare quarterly financial reports for submission to the EC and collaborate with the Auditor.

6. Shall lead in the preparation and submit an annual budget proposal to the EC.

7. Besides keeping copies of all cash receipts, the Accountant shall reconcile his/her records with those of the Treasurer regularly, making sure that there are no recording errors and clarifying differences, if any, with concerned parties.

8. The Accountant shall have immediate access to all financial records, bank statements and other related financial transactions involving the Association.

9. As a signatory on all bank accounts of the Association, all payments and withdrawals shall bear his/her signature along with authorized countersignatures of either the Executive Committee Director (ECD) of the EC.

10. Consolidates all the yearly budget requirements of the departments of the MAAEC and presents to the Executive Committee for approval.

G. **Social Affairs Manager:**

1. Reports to the Executive Committee Director. Prepares plans and budget and submits to the Executive Committee for approval.

2. Collaborates with other sister community organizations to solve social problems in the community.
3. Creates and organizes committees and professional units to solve social problems that arise in the community.

4. Makes concerted efforts to get state/federal funding and other kinds of assistance to fund social services provided by the Association.

5. Develops appropriate forms and documentation for all activities related to social problems, profiling the nature of the problem, full information about the person involved, how it happened and how it was resolved.

6. Makes a critical evaluation of the nature of the problems and the nature of assistance to be considered to avoid inconsistencies.

7. Submits budgeted plan and annual report to the EC.

8. Deals with but not limited to problems related to death, immigration, and other legal, social and economic issues that may affect the members of the Association.

9. Makes concerted efforts to educate the community about the crucial problems of Social security and immigration issues by seeking and making available expert advice to members.

H. **Youth Affairs Manager**

1. Reports to the Chief Executive Director. Prepares plans, budget and submits to the Executive Committee for approval. Prepares annual reports on youth services and presents to the EC.

2. Encourages youth participation in community activities by actively engaging them in the fields of sports, education, decision making and leadership thereby helping and motivating them to organize themselves.

3. Coordinates youth services including but not limited to:
   a) Youth council
   b) Participatory action research
   c) Youth led media
   d) Youth-targeted community activities Leadership and other talent development.

4. Meaningful youth participation involves recognizing and nurturing the strengths, interests, and abilities of young people through the provision of real opportunities for youth to become involved in decisions that affect
them at individual and community level. Thus, the Youth Service Director of the Association should offer these opportunities to organize the youth.

5. The Youth Service Director facilitates and promotes:
   a) Youth voice
   b) Youth empowerment
   c) Community Youth development
   d) Youth sports and Youth organization.

6. Collects data about financial aids for higher education, scholarship and other preparatory educational information and disseminate to the youth in the community using effective media.

7. Develops healthy & competitive venues for students in the community.

I. Women’s Affairs Manager

1. Reports to the Executive Committee Director. Prepares plans, budget, and reports and submits to the Executive Committee.

2. Works towards a goal of achieving women’s participation by actively engaging them in the fields of organizing themselves for a common goal.

3. Strives to work with other mass and sister organizations to understand problems of women because of gender and finds appropriate solutions in due course.

4. Works as a bridge between the MAAEC Executive Committee and Women’s organization and helps the women in achieving their goals related to their social needs those are particular to their gender.

J. Programs & Services Manager:

1. Reports to the Executive Committee Director.

2. Coordinates the overall management of major programs of the MAAEC including but not limited to:
   a. Newcomers welcome center: that includes basic assistance such as reception, orientation, affordable housing information, lending centers, transportation, driving lessons school information, etc.
   b. Children & Youth development: that focuses on promoting academic achievement, involvement in community activities,
c. **Seniors Care center:** that focuses on activities to provide social and emotional support for seniors.

d. **Employment Assistance center:** that provides information on job readiness, skill development, and assessment and counseling, referrals job vacancies, resume preparation and placement.

e. **Wellness Center:** that focuses on education for fitness, healthy lifestyle and safety

**K. Office Manager (Administrator):**

1. Responsible for the day-to-day operation of MAAEC activities

2. Coordinates activities of committees

3. The hiring, compensation, and firing shall be determined by the Community Executive Committee. However, to avoid any adverse effect on the EDIR operations, the Executive Committee Director must consult and coordinate with the EDIR Executive Committee Chairman when hiring, supervising, making an annual evaluation, suspension or termination of the Office Manager is considered.

4. Reports to the Community Executive Director of the Community Executive Committee and to the EDIR Executive Committee for all EDIR operations.

**Article XV - Ethiopian Community EDIR (ECE)**

**Section 1. Composition**

A. **Ethiopian Community EDIR (ECE) is a semi-autonomous unit established by the MAAEC Inc. as a special unit to serve designated participants who abide by its internal regulations. (Refer to the ECE Regulation for details).**

B. **The General Assembly of the EDIR participants shall have final authority on all matters affecting the assets, structure, regulation, and wellbeing of the EDIR**

C. **The EDIR GA shall elect a vice-chairman and three (3) participants and assign them to serve as Board members of the Association.**
D. The ECE shall have an EDIR Executive Committee comprising a Chairman, Vice chairman, Secretary, Public Relations Officer, Treasurer, Accountant and Auditor, members of which shall be elected by the EDIR General Assembly as per the EDIR Regulations.

E. The EDIR Executive Committee shall directly report to The EDIR GA for all EDIR operations per its Regulations and to the MAAEC Inc. Board for all non-EDIR operations pertaining to the administration and for oversight purposes.

**Section 2. Duties and responsibilities:**

1. Shall prepare the Working Agreement in consultation with the Community Executive Committee (CEC) and submit to the Board for approval.

2. Shall coordinate with the Community Executive Committee for the use of the MAAEC Office resources, offices and other activities relevant for the implementation of items stated in the working agreement.

3. The EDIR Executive Committee shall run the operations of the EDIR as stipulated in the EDIR Regulations.

4. Shall report to the EDIR GA for all EDIR operations, and to the Board of Directors for oversight purposes.

5. Shall give a yearly financial report to Community Executive Committee for tax purposes.

6. Shall give annual reports to the EDIR General Assembly and periodic reports to MAAEC Board as required for oversight purposes.

7. The EDIR Executive Committee shall also collaborate with the Board and the Community Executive Committee whenever necessary to ensure administrative compliance with the EDIR Regulations and also to ensure that the executive policies reflect the participants’ interest.

**Article XVI - Ethiopian Community Center – Development Committee (ECC - DC)**

**Section 1. Introduction:**

The completion of the first phase of the Community Center by the ECC Committee has necessitated the establishment of a suitable framework of governance to handle the functions of property management of the acquired property and future expansion and capital development programs of the ECC.
To this end, the ECC Committee will be hereby replaced by the ECC Development Committee (ECC-DC) under the overall supervision of the MAAEC Board of Directors.

Section 2. Definitions:

For the purposes of this document, “Community Center” or “Center” is defined as real property (Real Estate) and assets owned by the MAAEC, Inc.

Section 3. Composition, Tenure, Leadership and Management:

A. The ECC Development Committee shall be composed of nine (9) members including four (4) duly elected by the General Assembly of the MAAEC Inc. and three (3) duly elected by the General Assembly of the Ethiopian Community EDIR.

B. In addition, the Chairpersons of the EDIR and the Executive Director of the MAAEC shall be permanent members of the Committee.

C. All elected members have to be members of the MAAEC and or the Ethiopian Community EDIR.

D. The term of elected Committee members shall be five years with eligibility for re-election for a maximum of two consecutive terms.

E. The ECC-DC shall elect its chairman and secretary from the seven GA elected Committee members.

F. The Committee shall have a minimum of one regular meeting per quarter and special meetings as needed.

G. The Committee shall develop and implement its internal operational guidelines making sure they are consistent with its duties and responsibilities as outlined under Section 4 below.

Section 4. Duties and responsibilities:

A. ECC-DC

Under the general supervision of the BOD and the support of the Executive Committee and the EDIR, the ECC-DC shall:

1. Be responsible for the overall capital development that includes approving long-term strategic plans, completing the remaining development phases, major fixed asset renovations, expansions & acquisitions as they relate to the Center.

2. Be responsible for the planning and coordination of fund raising, asset allocations, debt servicing, risk mitigation and overall financial wellbeing of the Center.
3. In consultation with the EC and EDIR, study how major contributors, both current and future, may be rewarded or recognized for their noble contributions towards the acquisition and expansion of the Center and present recommendations for the approval of the BOD.

4. Make feasibility studies and present best options regarding purchase, sale, transfer and disposal of Real Estate and other fixed assets and present for the approval of the Board as the need arises. Final approval of the GA of the MAAEC will be required for all such major asset related transactions.

5. ECC-DC, in consultation with the BOD Chairman and the Executive Committee Director, has authority to make emergency decisions in the following situations:
   - Unforeseen tenant vacancy and space use decisions,
   - Unforeseen emergency repairs.

6. In collaboration with the BOD and EC, make sure that the funds for capital development are kept in a separate account and used for that purpose only.

7. Report its plans and achievements to the GA as directed by the BOD.

8. Create a Property Management Unit under its supervision to ensure the efficient and effective management of the Center.

9. Prepare detailed Standard Operating Procedures and appropriate management policies for the Center (SOP) in collaboration with the EC and submit to the BOD for its approval.

10. Be responsible for acquiring adequate insurance coverage, compliance with building codes and ordinances as well as ensuring that other safety procedures are followed at all times.

11. Makes sure that construction and maintenance workers operating in Center buildings have the appropriate licenses, permission and/or legal documents as required by law.

B. The MAAEC Inc. GA

1. The MAAEC GA is responsible for electing the four ECC-DC members.

2. The GA of the MAAEC shall have final authority to approve the purchase, sale, transfer and disposal of major fixed assets to be presented by the BOD.

C. The MAAEC BOARD (BOD)

1. The BOD shall oversee, supervise and coordinate the activities of the ECC-DC and EC to ensure the overall well-being and smooth operation of the Center.

2. The BOD shall review and decide on proposals, requests and reports presented to it by the EC, ECC-DC and other pertinent units of the MAAEC in accordance with the Bylaws, guidelines and other rules and regulations of the Association.
D. The EXECUTIVE COMMITTEE (EC) of the MAAEC

1. The EC shall be responsible for making sure that all taxes and fees related to the community center property are paid on time and all pertinent documentations are secured in a proper way.
2. The EC shall coordinate its actions related to Center properties with the ECC-DC.
3. The EC shall ensure adherence to the Standard Operating Procedures (SOP) and appropriate management policies for the Center.

E. The EDIR GA

The EDIR GA is responsible for electing the three ECC-DC members.

Article XVII - Award for Excellence Committee:

Section 1. Objective: The objective shall be to inspire, reward, and promote, within the Ethiopian community in DFW metroplex, the quest and achievement of excellence that is considered beneficial and exemplary for the residents involved.

Section 2. Eligibility:

Any individual or group that meets any or all of the following conditions shall be considered eligible for the MAAEC Inc. Award for Excellence:

A. The nominee’s contribution must benefit the MAAEC Inc. whereas the person or group can be a resident outside of the MAAEC service area or a non-Ethiopian nationality.

B. The nominee may be a person or group of people residing in the DFW Metroplex and of non-Ethiopian nationality, whereas the services provided have benefited Ethiopia or,

C. An Ethiopian national residing in the DFW metroplex whose contributions benefited either the Community in DFW, or Ethiopia, or any other deserving community in the US or Ethiopian communities in other states in the US

D. Award recipients are not required to be members of the Association but must be nominated by a member or members of the Association

E. Co-recipients shall be allowed for awards when the nomination is for the same project or joint work performed over a long period.

Section 3. Award Categories: 


A. Extra-ordinary achievement of benefit to the Ethiopian Community in DFW Metroplex

B. Extra-ordinary achievement of benefit to USA and/or Ethiopia in worthwhile causes including welfare and other services

C. Excellence beyond the standard or normal work performance and job resumes in Education, research, and other economic and socio-cultural endeavors

D. Extra-ordinary long service and participation in community works and other categories appropriate for the Association.

Section 4. Award Nomination Requirements:

A. Completed award nomination form

B. Brief citation stating the accomplishments that make the nominee deserving of this particular award

C. A one-page narrative description of the significant aspects of the nominee’s career and the reason for nomination. The statement should identify the most compelling reason for making the nomination and includes specific examples that illustrate the nominee’s efforts and achievements rather than general complimentary statements.

D. Nominations should provide specific details such as:
   1. The period of time during which the contributions occurred
   2. How the nominee’s work or actions brought positive attention to the community or individuals or country.
   3. How the nominee’s work may have impacted the functioning or infrastructure of the community or individuals or country involved
   4. The extent to which the nominee has used an inventive, creative or problem-solving approach to his/her responsibilities.
   5. How the nominee’s performance has enhanced the work of others involved.
   6. Incomplete nomination documents shall be rejected and returned right away.

E. Four letters of reference. (Diversity of support is preferred). The nominator may not serve as a reference. The nominator should request the letter, which is
submitted using the MAAEC’s Awards and Honors system, prior to the submission deadline.

**Section 5. Selection Process:**

A. Each year the Community Executive Committee shall appoint subcommittees responsible for reviewing the candidates for the awards for the excellence of the community.

B. The announcement shall include instructions on how to complete the applications and where to get the appropriate forms, and the deadline to submit the application.

C. The Committee set up for this purpose shall collect nominations from the Community within a given time frame announced to the public through any media available in the community. Each selection committee carefully deliberates on the eligible nominations for the award or honor and recommends the recipient(s) and citation to the Executive Committee.

D. Additional evidence may be requested by the Committee from the applicant if deemed necessary and appropriate.

E. The recommended nominees, based on the committee’s evaluations, have to be listed in accordance with their ranks in the competition.

F. The Executive Committee carefully shall review the reports from the Election Committee and present, with its recommendations, to the Board for the final decision.

**Section 6 Award Presentation:**

A. The Board shall review the report submitted by the Review and Selection Committee and the recommendations by the Executive Committee and select the best ones that deserve the MAAEC Award for excellence in each category.

B. The Board’s decision shall be final and binding.

C. The Board’s decision shall be announced by the Association utilizing all available media.

D. The Award shall comprise a certificate, other benefits, and privileges whenever possible, as well as plaque recognizing the special excellence achieved by the recipient.

E. The Award shall be presented at the Ethiopian Day or any other event if the Board desires in an appropriate ceremony.
F. The Board Chairman shall read the accomplishments of each winner for the audience and present the Award.

G. The Community Executive Committee, on behalf of the Association, shall issue a special press release focusing on the Award recipients for publicity through all appropriate media.

Section 7. Periodicity:

A. The Community Executive Committee shall announce its call for applications for the Award by April 1 or earlier.

B. Applications with all necessary documents should be submitted not later than July 15th.

C. The Community Executive Committee shall broadcast repeated reminders within the stipulated time above using all available media including Community Radio.

D. The Review and Selection Committee shall finalize its deliberations and preliminary selections by August 15th and submit its complete report to the Executive Committee.

E. The Board, after receiving the recommendations from the Executive Committee, shall select the Award Winners by August 22nd.

F. The MAAEC Inc. shall declare the winners by the end of August.

Article XVII - Affiliate Groups:

Section 1. Purpose

A. MAAEC closely collaborates with affiliate groups in the community that are community-oriented with similar objectives, that is, serving the community

B. The main purpose of collaborating with such affiliate groups is to widen and coordinate the spectrum of variable services provided to the community.

C. The Affiliate groups not only support the MAAEC but also enhance the benefit to the community by providing wide access to a variety of vital services.

D. The MAAEC shall study carefully any group that applies to work as an affiliate to make sure that its objectives are not contrary to the MAAEC’s objectives and there shall be no conflict of interest whatsoever.
Section 2. Responsibilities of Affiliate Groups:

A. The affiliate groups are expected to make concerted efforts to work closely with the MAAEC for the benefit of the community.

B. The affiliate groups are required to give periodic reports on their community service and overall financial activities to the Executive Committee of the Association if the group(s) uses the MAAEC IRS Tax ID to open an account.

C. The Affiliated groups shall give a copy of their internal regulations to the MAAEC Board to verify the conformity of objectives with that of the MAAEC.

D. The Affiliate groups have access to the facilities of all the MAAEC and shall benefit from the non-profit status of the Association.

E. The Affiliate groups shall have their internal regulations to run their programs and operations autonomously

F. Duplications of effort and conflict of interest shall be avoided through consultations and collaborations.

Article XVIII - Special Committees

Section 1. Appointment of Subcommittees:

A. The MAAEC Executive Committee may, in general, appoint from its members, or from the general membership or such persons as the Committee may see fit, one or more advisory committees and special sub-committees, to accomplish specifically assigned jobs.

B. The members of any such committee shall confer with and assist the CEC in all matters as designated by the Executive Committee.

C. The EC may establish the following special committees and determines their duties, responsibilities, and authorities as needed.

1. Fund Raising Committee

Plans, organizes and coordinates the solicitation of funding from

   a) Foundations and philanthropic donations

   b) State/federal agencies

   c) Radio pledges

   d) Membership dues
2. **Education Committee/Citizenship education/Cultural**

   a) Develop curriculum using different media (radio, classroom, etc.)

   b) Identify free educational resources (DISD, Catholic Charities, etc.)

   c) Solicit various instructors for various topics

   d) Makes concerted efforts to contact all government and civic agencies to gather complete and appropriate information to provide and create awareness of voting rights and citizens responsibilities

   e) Encourages Ethiopian candidates for local, state and federal public elections.

   f) Promote voter registration

   g) Promote awareness about Ethiopian cultures such as holidays, customs, manners, etc.

3. **Membership Recruiting Committee**

   a) Maintain ongoing membership drives via phone, e-mails or other means

   b) Increase membership through visiting mass organizations, appealing through radio or other communication methods.

   c) **Radio/Publications committee** Enhance on the format and content of the broadcast of the Association and expand the variety of media and content.

**Section 2. Term of Special Committees:**

The Community Executive Committee shall determine the terms of all subcommittee appointments for specific assignments for the community.

**Article XIX - Investments**

A. The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest or reinvest any funds held by it
according to the proposal of the EC and approval of the BOD, without being restricted to the class of investments be permitted by law provided.

B. However, that no action shall be taken by or on behalf of the Association if such action is prohibited or would result in the denial of tax exemption under section 503, section 507 of the Internal Revenue Code and its regulation as they now exist or as they may hereafter be amended.

**Article XX - Contract**

A. The Executive Committee, as stated in these By-Laws, may authorize any manager of the Association to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association provided it is approved by the BOD for amounts not exceeding $10,000.00.

B. Such authority may be general or confined to a specific transaction and unless so authorized by the Committee, no officer or agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

**Article XXI - Delegation of Authority**

The Board and/or the Executive Committee may appoint ad-hoc committees and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Committee or Board may see fit so far as may be consistent with this By-Law and Regulations to the extent authorized or permitted by law.

**Article XXIII - Discipline**

A. Obedience to rules and regulations of this By-Law and mutual respect to each other are the most essential elements to maintain the utmost discipline required for the Association.

B. All leaders who work for the Association are required to be persons of high moral character and integrity to create and maintain a healthy organization that adequately serves the community.

C. All elected and appointed members to serve the community should have self-discipline so that unity and success prevail for the good of the community.
**Article XXIV - Fiscal Year**

**Section 1. Financial:**

The Fiscal Year of the Association shall commence on January 1 of each year and end on December 31 of the same year. An audited written financial report shall be distributed to the General Assembly at the annual meeting of the General Assembly.

**Section 2. Election:** All election processes of the Association shall be completed by December of the ending year. All newly elected leaders shall begin their work on the first week of January of the coming year.

**Section 3 Transition meeting:** The Board shall convene Executive committees, including all newly elected community leaders if any, in December of the ending year to review the performance of the units and give directives for the coming year.

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**ARTICLE XXV - Indemnification**

1. To the fullest extent permitted by law the Association shall indemnify its “agents”, as described by law, including its directors, managers, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, and including any action by or in the right of the Association, by reason of the fact the person is or was a person as described in the Non-profit Corporation Act.

2. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article.

3. The Association shall have the power to purchase, if the financial position of the Association permits, and maintain insurance on behalf of any agent of the Association, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

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**ARTICLE XXVI - Conflict of interest**

1. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, or Executive Committees, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter.
2. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors or managers determine that it is in the best interest of the Association to do so.

3. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**Article XXVII - The Term of MAAEC**

The term of MAAEC Inc. shall be for an indefinite duration.

**Article XXVIII – Dissolution Clause**

1. A decision of dissolving the MAAEC Inc. must be approved by three-fourths (3/4) of all its voting members.

2. Upon termination or dissolution of the MAAEC INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or (2) to the United States government, or to a State or local government.

**Article XXIX - Amendments**

The BOD and/or the Community Executive Committee can recommend necessary amendments to the By-law to be reviewed and shall be presented to the General Assembly for approval.

**Article XXX - Effective Date**

This By-Law replaces all previous MAAEC By-Laws and is effective this day, 25th of August, 2019.