

# Turkish American Scientists and Scholars Association BYLAWS

## Article I: Preamble

**Section 1.** Subject to the provisions of the laws of Maryland and any limitations in the Articles of Incorporation, the management of the activities and the conduct of the affairs of the Corporation shall be governed by these Bylaws.

**Section 2.** The name of the Corporation is Turkish American Scientists and Scholars Association, Inc., (TASSA). The principal office of TASSA shall be located in the metropolitan Washington, DC area. The current location is "1526 18th St, NW, Washington, DC 20036". The Board of Directors (Board) may change the principal office or establish offices in such other place or places as the business of TASSA may require. In such event, the Board shall take any and all necessary actions to qualify TASSA in other jurisdictions.

**Section 3.** TASSA is organized and shall operate as a non-profit, apolitical, and secular scientific and scholarly organization, compliant with Section 501 (c) (3) of the Internal Revenue Code. The general goals of TASSA include:

- (a) Contributing to the social welfare and the industrial development in the USA and Turkey through education and science.
- (b) Promoting educational and scientific cooperation between the USA and Turkey.
- (c) Facilitating communication and interaction among Turkish scientists and scholars in all disciplines.
- (d) Disseminating information on the scholarly work and achievements of Turkish scientists and scholars.
- (e) Cultivating the next generation of scientists and scholars.

**Section 4.** In order to realize the goals as outlined in Article I, Section 3, TASSA will undertake a variety of activities and programs, including, but not limited to, the following:

(a) Biannual conference and general assembly meeting: Every two years TASSA will organize a conference on scholarly subjects for all its members defined in Article II and Article III, and for public at large. During the conference, a general assembly meeting will also be held for dissemination of information on TASSA operations. When necessary, the biannual conference and the biannual general assembly meetings may be held separately.

(b) Webpage: A webpage shall be developed and maintained to provide information about TASSA activities. The webpage shall serve as the primary avenue for communication between the TASSA management and all members defined in Article II and Article III, as well as other entities.

(c) Publications and their distribution: The official publication of TASSA shall be the Report of the Annual Scholarly and Research Accomplishments (RASRA). RASRA shall highlight outstanding

Turkish scholars and researchers, particularly those recognized by their peers for their achievements. Other publications may also be prepared for dissemination from time to time.

(d) Other activities: TASSA will organize activities to foster scientific and scholarly collaboration and exchange between the scientific communities in the US and Turkey. These include periodic visits organized to collaborate closely with scientists and scholars in Turkey and the reciprocating visits from Turkey. TASSA shall also conduct from time to time such other activities as may be appropriate for a non-profit, public benefit, professional society.

**Section 5.** TASSA adheres to the “1996 Code of Ethics of the National Association of Social Workers” and its revisions.

## **Article II: TASSA General Members**

**Section 1.** TASSA General Membership (General Membership) is open to scientists and scholars in all fields of study. For the purposes of General Membership in TASSA, “Scientist and Scholar” refers to an individual holding at least one earned graduate degree, or a graduate student. A qualified individual having a professional interest in furthering the objectives of TASSA shall be eligible for General Membership subject to payment of his/her dues. TASSA General Members (General Members) do not have voting rights.

**Section 2.** The President in consultation with the Executive Committee shall determine the General Membership dues.

**Section 3.** The Board by affirmative vote of two-thirds may suspend or remove a General Member from TASSA for cause after the General Member is given written notice of the cause and an appropriate hearing is held.

**Section 4.** General Membership benefits shall include access to the “General Members Only” portions of the TASSA webpage and a free copy of RASRA.

## **Article III: TASSA Vote-Authorized Representative Members**

**Section 1.** TASSA Vote-Authorized Representative Members (VAR Members) are the Directors serving on the current TASSA Board, the Directors, Vice-Presidents, Treasurers, Editors and Chairmen of the Standing Committees of TASSA, whose service for TASSA has ended within the last eight (8) years, and the past Presidents of TASSA.

**Section 2.** VAR Members have voting rights in the election of new Directors and amendment of Bylaws, in addition to all the rights and benefits provided to General Members.

**Section 3.** Being a General Member is a prerequisite for becoming and staying as a VAR Member. An individual losing his/her General Membership automatically loses his/her VAR Membership. VAR Members shall be current with their General Membership dues to be able to vote.

## **Article IV: Institutional Supporters**

**Section 1.** The TASSA Executive Committee may invite institutions having a professional interest consistent with the objectives of TASSA to become Institutional Supporters. A list of the Institutional Supporters of TASSA shall be prominently displayed on the TASSA webpage.

**Section 2.** The President in consultation with the Executive Committee shall determine the yearly dues for the Institutional Supporters.

**Section 3.** Institutional Supporters shall have full access to the TASSA webpage and will receive RASRA, and an invitation to the biannual meetings. Their scholarly announcements will be disseminated through the TASSA webpage and other publications. In addition, one or more representatives from each Institutional Supporter will receive the benefit of reduced fees at the biannual conferences depending on the level of support from the Institutional Supporter.

## **Article V: TASSA Fellows**

**Section 1.** Distinguished General Members may be elected Fellows of TASSA (TASSA Fellow) to recognize their demonstrated scientific or scholarly activities. TASSA Fellowship is an honorary title and shall be given for life to a General Member, unless he/she is removed from TASSA General Membership and/or TASSA Fellowship for cause.

**Section 2.** Every two years, no more than eight (8) General Members shall be nominated as candidates for TASSA Fellowship by the Nominating Committee authorized under Article VII, Section 3 of these Bylaws. From those nominated, the current TASSA Fellows shall elect no more than four (4) General Members as TASSA Fellows at a Fellows Election meeting where quorum is established. The quorum for Fellows Election meeting is defined as 20% of the current TASSA Fellows present in person or by proxy. The Chairman of the Board shall chair the election, which is to take place at least three (3) months prior to the biannual conference.

**Section 3.** Individuals who were bestowed upon "Honorary Member" title in accordance with the TASSA Bylaws prior to 2011 shall keep their titles.

**Section 4.** Both TASSA Fellows and Honorary Members shall be prominently displayed on the TASSA webpage.

## **Article VI: Board of Directors**

**Section 1.** The Board is responsible for the overall policy setting for TASSA and delegates the responsibility for day-to-day operations to the President, the Executive Committee and the TASSA committees. The Board shall be the overseeing body of the organization and consists of nine (9) Directors including the Chairman of the Board who is also the President. Elections and terms of the eight (8) Directors are governed by Article VI, Section 2, Section 3, Section 4 and Section 5 of these

Bylaws. Election and term of the Chairman of the Board/President shall be governed by Article VIII, Section 2, Section 6 and Section 7. No salary shall be paid to Directors for their services. However, nothing in these Bylaws shall be construed to preclude any Director from serving TASSA in any other capacity and receiving compensation therefrom.

**Section 2.** Directors shall serve a term of four (4) years. They shall not serve more than two (2) consecutive terms not counting the time a Director may have served to complete the term of a previous Director. The date at which a Director's term expires is termed "Term Conclusion Date." If necessary, the Board has the power to change the Term Conclusion Date provided that the change does not exceed three (3) months.

**Section 3.** The Chairman of the Board in consultation with the Board shall appoint a Vice President, a Board Secretary and a Nominating Committee Chairman from among the Directors.

**Section 4.** Nomination and election of Directors:

(a) Qualifications: All General Members who have been successful in their fields and who have shown strong interest in the activities of TASSA are eligible to be candidates for the Board. Candidates must be residents of North America and shall have been residing in North America for at least one year prior to their nomination. Students are not eligible to become Directors.

(b) Nominations: The Nominating Committee shall seek nominations from among the qualified General Members to prepare a slate of candidates for the election of Directors. The slate shall contain biographical information about each candidate and shall be communicated by mail to all current VAR Members at least six (6) weeks before a special board meeting (Board Election Meeting) to be held to affirm the election results.

(c) Elections: Current VAR Members shall vote by secret mail ballot to fill the seats to be vacated by the Directors whose terms will be completed at a Term Conclusion Date. Each VAR Member shall vote a maximum of one vote for each candidate, with maximum number of votes cast being equal to the number of vacancies to be filled. The voting process shall be completed at least three (3) weeks before the Board Election Meeting.

(d) Affirmation of New Directors: The Nominating Committee shall count the votes cast and summarize the results to bring to the Board Election Meeting held at least two (2) weeks before the Term Conclusion Date. The Directors shall review the election results and the candidates receiving the highest number of votes shall be affirmed as the new Directors. In case two or more candidates receive an equal number of votes, the Board shall break the tie. The newly elected Directors shall assume their positions on the Board right after the Term Conclusion Date. Results of the elections and the names of the new Directors shall be announced on the TASSA web page.

**Section 5.** Board vacancies:

In the event of a vacancy on the Board between two (2) Board Election Meetings, a new Director shall be appointed by a majority vote of the remaining Directors to serve out the remaining term of the replaced person.

**Section 6. Board meetings:**

(a) Regular and Special Meetings: The Chairman of the Board shall convene quarterly meetings to conduct the business of TASSA. Special Board meetings may be convened by the Chairman or upon the request of a Director and the endorsement of a majority of the Directors.

(b) Election Meetings: Board Election Meetings shall be held for determining the new Directors as specified in Article VI, Section 4. President Election Meetings shall be held for electing the President as specified in Article VIII, Section 6 of these Bylaws.

(c) Meeting Notices and Minutes: Meeting notices and agendas shall be sent by the Board Secretary to all Directors through mail or e-mail, at least fourteen (14) days before each scheduled or special meeting. Meeting minutes shall be sent by the Board Secretary to all Directors through mail or e-mail, at most twenty one (21) days after each meeting.

(d) Manner and Place of Meetings: The Board may hold meetings entirely or in part by remote communication, such as by telephonic/electronic means including a telephone/video conference network, or a similar communications method by which all persons participating in the meeting can hear each other. In such cases, the Board must adopt procedures and guidelines to permit Directors to participate in debate and to vote at the meeting by means of remote communications. Meetings may also be held in person at places as designated by the Board.

(e) Quorum: For meetings held in person or by direct telecommunications, the presence in person or by proxy at such meeting of fifty percent (50%) of the Directors shall constitute a quorum for the transaction of any business.

(f) Voting: At all Board meetings all questions shall be decided by a majority of the votes cast unless otherwise specified in these Bylaws.

(g) Proxy: Proxy votes can be cast if a proxy signed by the absent Director identifying the Director authorized to act on his/her behalf, is received by the Board Secretary, through mail, fax or e-mail, before the meeting. However, proxy votes may not be cast on any issue that was not included in the meeting agenda sent to all Directors before a meeting.

**Section 7. Resignation:**

A Director may resign from the Board by submitting a letter of resignation to the Chairman of the Board. His/Her resignation becomes effective on the date that the letter is received by the Chairman of the Board.

**Section 8. Removal:**

The Board may suspend or remove any Director including the President by affirmative vote of two-thirds for cause after an appropriate hearing.

**Article VII: Functions and Duties of the Board and the Board Committees**

**Section 1.** In addition to its general responsibilities and corresponding authority, the Board shall deliberate and make decisions on items including; electing Directors to fill vacancies on the Board

between two Board Election Meetings, electing and, upon cause, removing the President, providing revisions of these Bylaws for the vote of the VAR Members, establishing policies and procedures, endorsing the Annual Report of the past year, and approving the business plan and budget of the coming year, setting up Board Committees as needed, soliciting Advisory Board members, removing Directors and General Members for cause, making high level financial decisions for TASSA including borrowing money and purchasing and selling property, determining the time and place of all general and special Board meetings and retaining counsel for TASSA when necessary.

**Section 2. Advisory Board:**

The Board shall form an Advisory Board comprising a maximum of thirty (30) distinguished individuals. The Advisory Board provides counsel to the Board on matters important to the TASSA community. Invitation to join the Advisory Board shall be with two-thirds majority of the Board.

**Section 3. Board Committees:**

(a) Nominating Committee: The Nominating Committee shall have a Chairman and at least three (3) members. The Chairman of the Nominating Committee shall be appointed by the Chairman of the Board from among the current Directors. At least one of the committee members shall preferably be a past President of TASSA. An essential task of the Nominating Committee is to implement the elections procedures for Directors, the President and the TASSA Fellows. In addition, the Board and the Executive Committee may request the assistance of the Nominating Committee in selecting members of various TASSA committees.

(b) Audit Committee: The Audit Committee shall have a Chair and at least two (2) members. The Chair of the Audit Committee shall be appointed by the Chairman of the Board from among the current Directors. The Nominating Committee shall solicit nominations for the other members of the Audit Committee from among the TASSA General Members with professional experience in the field. After reviewing the qualifications of the candidates, the Nominating Committee shall recommend the slate of eligible candidates to the Board, which shall form the Audit Committee from this list. The Audit Committee shall serve for two years. In the event of a vacancy in any position, the replacement is elected or appointed according to rules and procedures set by the Board. The replacement shall serve the remaining term of the replaced person. At the request of the Board, the Audit Committee shall assist the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, review of the TASSA Annual Report, and the organization's process for monitoring compliance with laws and regulations and the code of conduct.

(c) Other Committees: The Board may form other Board committees from time to time to serve the needs and interests of TASSA.

**Section 4. Duties of the Directors:**

(a) Chairman of the Board: The Chairman of the Board in consultation with the Board shall coordinate and oversee the work and functioning of all the Directors and the Board Committees. He/She shall serve as the Chair at the Board meetings. He/She shall appoint the Chairman of the

Nominating Committee. As the President of the organization, the Chairman of the Board may sign and execute all contracts or other obligations authorized by the Board in the name of TASSA. He/She shall seek the approval of the Board on significant matters other than those set forth in the policies adopted by the Board and shall be accountable to the Board in the discharge of his/her duties within the guidelines of these Bylaws. Other duties of the President are described in Article IX, Section 2(a) of these Bylaws.

(b) Board Secretary: The Board Secretary is responsible for recording Board decisions, preparation of the agenda and the minutes of the Board meetings. He/She forwards these documents to the Chairman of the Board for approval before dissemination and record keeping.

(c) Other Directors: The remaining Directors of the Board shall participate in the deliberations of the Board, support all TASSA activities, and perform specific duties as may be assigned to them by the Chairman of the Board.

## **Article VIII: Executive Committee**

**Section 1.** The Executive Committee is responsible for managing the day-to-day activities of TASSA. Executive Committee includes a President, a Vice President, a Managing Director, a Treasurer who is also the Chairman of the Finance Committee, an Editor and four (4) Standing Committee Chairs. The President, the Vice President, the Managing Director, and the Treasurer are the Officers of the Corporation.

**Section 2.** The President shall be elected by the Board and serve a term of three (3) years. He/She shall not serve more than two (2) consecutive terms as President, not counting the time he/she may have served to complete the term of the previous President.

**Section 3.** The Vice President is appointed by the President from among the Directors. His/Her term as a Vice President ends at the time the term of the President ends.

**Section 4.** The Managing Director is an employee of TASSA, appointed by the Board for a period not to exceed five (5) years. Renewal of the appointment for additional terms shall be by mutual agreement. Conditions of employment for the Managing Director shall be defined by an employment agreement approved by the Board.

**Section 5.** Other members of the Executive Committee shall be appointed jointly by the President and the Managing Director from among General Members. These members serve at the discretion of the President, in consultation with the Managing Director, and their terms are unlimited.

**Section 6.** Nomination and election of the President:

(a) Qualifications: The minimum required qualifications to be elected as President are the same as those for Directors as stated in Article VI, Section 4.

(b) Nomination: The Nominating Committee shall seek nominations from among qualified General Members for the position of President. The list of nominees shall contain biographical

information about each candidate and shall be submitted to the Board at least four (4) weeks before a special board meeting (President Election Meeting) held for the purpose of electing a President.

(c) Election: The Board shall hold the President Election Meeting at least two (2) weeks before the date when the seat will be vacated by the current President whose term is being completed. After deliberations, the Directors shall elect the new President from among the list of candidates, casting a maximum of one vote. The candidate receiving the most number of votes is affirmed as the newly elected President. In case of tie, the voting process shall be repeated.

**Section 7.** Vacancy in the office of the President:

In the event of a vacancy in the office of the President between two President Election Meetings, a new President shall be elected in accordance with the procedures described in Article VIII, Section 6(a), 6(b) and 6(c), except that the term of the newly elected President shall be the remaining term of the replaced person.

**Section 8.** Executive Committee Meetings:

The President shall hold regular meetings at least every six (6) weeks for the conduct of TASSA business. Special Executive Committee meetings may also be convened at the request of the President, the Managing Director or the Treasurer as the need arises.

## **Article IX: Functions and Duties of the Executive Committee**

**Section 1.** The Executive Committee reports to the Board and shall execute the approved plan and programs and coordinate all activities of TASSA. In addition to its general responsibilities and corresponding authority, the Executive Committee, under the guidance and leadership of the President, shall deliberate and make decisions on items including, but not limited to; proposing new policies and strategies to the Board, identifying the needs of the General Members to provide better service, preparing the Annual Report of the past year and the business plan and budget of the coming year, setting up committees as needed, setting annual dues for General Members and Institutional Supporters, determining the time, place and fees for the biannual conferences, and running all day to day activities of the organization.

**Section 2.** Duties of the Executive Committee Members:

(a) President: The President is also the Chairman of the Board of TASSA and its Chief Executive Officer. As President he/she appoints the Vice President from among the Directors, the Treasurer and the Chairs of the standing committees. He/She shall coordinate and oversee the work and functioning of the Executive Committee and the staff. He/She shall serve as the Chair at the Executive Committee meetings and other meetings that are open to General Members.

(b) Vice President: The Vice President serves under the direction of the President and carries out the duties of the President in his/her absence.

(c) Managing Director: The Managing Director is the Chief Operating Officer (COO) of the organization and shall perform duties under the direction of the President. The Managing Director

manages the staff of TASSA, executes the directives of the President and interfaces with entities outside TASSA.

(c) Treasurer: The Treasurer is the Chief Financial Officer (CFO) of the organization and the Chairman of the Finance Committee. He/She shall have charge and custody of, and be responsible for all operating funds of TASSA and perform all duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him by the President. He/She shall keep full and accurate accounts of receipts and disbursements in books belonging to TASSA, and deposit all monies and other valuables to the credit of TASSA in such depositories as may be designated by the Board. He/She and the Finance Committee shall assist the Managing Director for the preparation of budgets to be presented to the Board by the President. He/She shall work with the Managing Director to prepare the Annual Reports. He/She shall maintain the records of all activities of TASSA relevant to his/her responsibilities. The financial records of the organization are public information and shall be made available to the Directors, the General Members and the public upon request.

(d) Editor: The Editor oversees the work of the Web Manager and is responsible for the contents of the TASSA webpage, RASRA and other TASSA publications, with focus on inclusion of news about TASSA activities and dissemination of information important to the TASSA community. In addition, he/she supports the biannual conference Chairs.

## **Article X: Standing Committees of TASSA**

**Section 1.** The TASSA Executive Committee has five (5) standing committees to achieve its goals and conduct its business: Membership Committee, Finance Committee, Rules Committee, Public Relations Committee, and Relations with Turkish Scholars Committee. All standing committees report to the Managing Director.

General rules for the formation and operation of standing committees are as follows:

- (a) Committee Chairs and the committee members shall be appointed by the President, in consultation with the Managing Director.
- (b) Charters of the committees and their composition shall be prepared by the Managing Director and approved by the President.
- (c) Operations of the committees shall be coordinated by the Managing Director and they shall be consistent with the goals defined in the Articles of Incorporation (Charter) and these Bylaws.
- (d) The President may establish additional committees to fill the needs of the organization. Structure and manner of operation of the new committees shall be specified by the President.

**Section 2.** Membership Committee:

The Membership Committee is charged with keeping records of the General Members, VAR Members and TASSA Fellows. The Membership Committee is further charged with checking the

eligibility of the General Members who applied for membership and paid their dues, recruiting new General Members, retaining existing General Members, and sending notices for payment of General Membership dues. The Membership Committee shall compose of a Chairman and a minimum of two (2) General Members from geographically distributed regions in which TASSA General Members reside.

**Section 3.** Rules Committee:

The purpose of the Rules Committee is to assure that policies decided and decisions made by various bodies of TASSA are in accordance with the Articles of Incorporation (Charter) and the Bylaws. Furthermore, the Rules Committee maintains the Bylaws and the TASSA PPM and issues rules for specific purposes as requested by the Board or the President. The Rules Committee shall consist of a Chairman and a minimum of two (2) General Members.

**Section 4.** Public Relations Committee:

The fundamental principles of the public relations policy of TASSA are; (i) to network, (ii) to inform the Turkish-American scientists and scholars and the general public about the issues important to TASSA, and, (iii) to expand the reach of TASSA across North America. All proclamations, written or otherwise, of the Public Relations Committee shall be consistent with the goals and policies of TASSA as formulated by the Board and shall be approved by the President. The President may ask the members of this committee to represent TASSA and may, on specific issues and occasions, ask them to speak on behalf of the organization. The Public Relations Committee shall consist of a Chairman and a minimum of two (2) General Members.

**Section 5.** Committee on Relations with Turkish Scholars:

As stated in the Articles of Incorporation (Charter) of the Corporation and Article I of these Bylaws, one of the goals of TASSA is to build and maintain effective collaboration and exchange between the scholars and scientists in North America and in Turkey. The Committee on Relations with Turkish Scholars shall assist TASSA to maintain active and effective cooperation with the Turkish scientists and scholars. The committee shall be responsible for formulating policies for the President and the Board to encourage, develop and promote relationships between TASSA and Turkish universities and other organizations. The committee shall consist of a Chairman and a minimum of two (2) General Members.

**Section 6.** Finance Committee:

The Treasurer is the Chairman of the Finance Committee, which includes at least two (2) other General Members. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budgets in coordination with the staff and the Managing Director. The Finance Committee also contributes to the preparation of the Annual Reports.

**Section 7.** The President may establish additional thematic technical committees comprising two (2) or more General Members. The Chairs of these committees shall be appointed by the President. The technical committees may be tasked to work towards goals as specified in charters prepared by the Managing Director.

## **Article XI: Biannual Conference**

**Section 1.** The flagship operation of TASSA is the biannual conference organized every two (2) years to bring together scientists and scholars working in diverse fields. In addition, the conference provides a forum where the general assembly meeting may be held with the purpose to enrich networking and to disseminate information about the activities of TASSA.

**Section 2.** The Chair of each biannual conference shall be selected by the President at least eighteen (18) months before the approximate expected time for the conference. The Biannual Conference Committee under the leadership of its Chair shall be responsible for the organization and the conduct of the conference and shall be formed within three (3) months after the Chair is selected. There may be more than one conference organization team at any time and hence each conference shall be run by its specific committee.

**Section 3.** Site and dates:

The Biannual Conference Committee Chair and his/her core team shall propose to the President a conference theme, a meeting site and the dates for their upcoming conference. The Board shall decide on these matters. After the Board approval, the Biannual Conference Committee Chair and the President are expected to announce the site and dates of the upcoming biannual conference to the General Membership at least twelve (12) months in advance.

**Section 4.** Budget:

Within the first two (2) months after the approval of the site and dates of a biannual conference by the Board, the Biannual Conference Committee shall propose a budget outline to the Managing Director and start negotiating with the convention site and hotels with help from the Managing Director and the TASSA staff. At least nine (9) months prior to the conference the President, in consultation with the Treasurer, shall submit the final budget to the Board for approval. The biannual conferences are to be organized in a fiscally prudent manner to generate surplus.

**Section 5.** Conference Publications:

Each biannual conference shall have a conference guide and conference proceedings. Each registered attendee shall have a print copy of the conference guide and a digital copy of the proceedings free of charge.

## **Article XII: Finances, Annual Reports, Auditing**

**Section 1.** The sources of income for TASSA are General Membership dues, sponsorships, contributions, donations from Institutional Supporters and the public, and other sources of income derived from TASSA businesses. All expenses of TASSA shall be paid using these sources.

**Section 2.** The fiscal year of TASSA shall commence on January 1 and end on December 31.

**Section 3.** The Managing Director, working with the Treasurer, shall prepare an Annual Report by February 1. The President, after review and concurrence shall submit the report to the Board by February 15 for endorsement. The Board shall request the review of the Annual Report by the Audit Committee. Upon recommendation of the Audit Committee report, the Board shall take action. The

endorsed Annual Report shall be communicated by the President to the General Members for information within four (4) weeks following the Board action. The Annual Report shall provide the final income/expense statement and a summary of TASSA activities for the previous fiscal year, and other items deemed necessary by the President and the Board.

**Section 4.** In case the Board declines to endorse the Annual Report for justified reasons, the Board shall take appropriate actions.

**Section 5.** The Board may designate one or more banks or financial institutions as depository of TASSA funds. The Treasurer shall normally have the authority to deposit or withdraw TASSA funds. However, the Board may issue guidelines to require more than one signature for withdrawal of funds above a certain dollar threshold.

**Section 6.** The President may direct the Managing Director to hire the services of a Certified Public Accountant to have the financial statements of TASSA audited in accordance with the standard accounting rules and TASSA policies. The timing of such audits shall be decided by the Board.

### **Article XIII: Operations**

#### **Section 1.** Operational Rules:

Operations of TASSA are carried out on the basis of these Bylaws and the current TASSA Policies and Procedures Manual (TASSA PPM) approved by the Board. The PPM shall have sufficient detail to guide the operations of the Directors, Officers, committees and volunteers, among others. In matters that may be precedent-setting but not addressed by the TASSA PPM, a written directive shall be obtained from the Chairman of the Board in consultation with the Rules Committee. TASSA PPM shall be kept current by the Rules Committee.

#### **Section 2.** Public Relations:

TASSA shall maintain effective public relations in all fields through the Public Relations Committee. Any public declaration shall be given by the President. The President may delegate this function to others, such as the Vice President or the Chairman of the Public Relations Committee. TASSA shall not take a position or make public statements on political issues unrelated to science and scholarship.

#### **Section 3.** Budgeting:

The budgeting process shall be started under the direction of the Managing Director in consultation with the Treasurer and the Finance Committee. Budgeting considerations shall include current year budget, historical records for income and expenditures, upcoming programs, and the needs of the TASSA committees, which shall be surveyed for their projected annual expenses and any income that may be derived from their activities. A draft budget for the following fiscal year shall be completed by October 1 of the current fiscal year and submitted to the Board by the President. The budget shall be reviewed and approved by the Board before December 15. Once the budget is approved by the Board all expenditures shall be substantially within the budget unless additional funding is approved by the Board.

**Section 4. Procurement of Goods and Services:**

Goods and services for TASSA shall be secured following sound business principles and in complete transparency. All Directors and Officers involved shall carry out their procurement duties with utmost impartiality and without any consideration of race, gender, national origin, personal gain or other factors that may cast a shadow of favoritism. They shall avoid any appearance of conflict of interest.

**Section 5. Record Keeping:**

Official communications of TASSA shall be kept in an orderly manner and cataloged for each year by TASSA staff at the office. Approved minutes of the Board meetings and other important documents such as Bylaws changes, TASSA PPM changes, awards, annual financial statements, etc. shall be maintained until such time as determined by the Board. The President is responsible for assuring that all TASSA documents are kept in an orderly manner.

**Article XIV: Amendment to the Bylaws**

The Board, by a majority vote, may ask the President for review and revision of the Bylaws. Proposed revisions are prepared by the Rules Committee with input from General Members and others. Any amendment to the Bylaws shall be agreed upon by two-thirds majority of the Directors then in office. The agreed revisions shall then be submitted to the vote of VAR Members who shall be given at least thirty (30) days to vote. Bylaws changes shall take effect after the approval by a majority of the VAR Members.

**Article XV: Parliamentary Procedures**

The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall guide TASSA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

**Article XVI: Indemnification**

**Section 1. Definitions:**

Any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (Indemnification Section), shall have the same meaning as provided in the Indemnification Section.

**Section 2. Indemnification of Directors and Officers:**

TASSA shall indemnify and advance expenses to a Director or Officer of TASSA in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

**Section 3. Indemnification of Employees and Agents:**

With respect to an employee or agent, other than a Director or Officer of TASSA, TASSA may, as determined by the Board, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with Indemnification Section.

## **Article XVII: Transitional Provisions**

**Section 1.** The Transition Team was empowered on April 29, 2010 at a Special Assembly Meeting of TASSA. Effective that date, the existing By-laws was dissolved by the vote of the membership as described in the "Terms of Reference for TASSA Transition Team". The Terms of Reference for TASSA Transition Team document empowered the Transition Team and the subsequently added volunteers, Treasurer, Web Manager, and the Chair of the biannual conference, to operate as the governing body of TASSA until a duly formed Board and other Officers are selected.

**Section 2.** Once input and endorsement is received on these proposed Bylaws draft from the TASSA Stakeholders defined in Article XVII, Section 5, the Transition Team finalizes these Bylaws.

**Section 3.** The Bylaws approved by two-thirds majority of the Transition Team members becomes official and together with the Article of Incorporation (Charter), guide the operations of the organization.

**Section 4.** Special Election for the Board and the President:

- (a) The Transition Team shall appoint a Transition Nominating Committee with the purpose of establishing the TASSA administration in conjunction with the TASSA conference, which will be held on Saturday-Sunday, March 3-4, 2012 in College Park Maryland.
- (b) The Transition Nominating Committee shall solicit nominations for the positions of President and eight Directors of the Board, four (4) for the full 4-year term and four (4) for a 2-year term, from the Stakeholders defined in Article XVII, Section 5.
- (c) Nominators are expected to forward the following information about their nominee to the Chair of the Transition Nominating Committee: name, position nominated for, affiliation, contact information, brief vitae (maximum 300 words), and a note from the candidate agreeing to serve as a Director and/or President of TASSA. Such nomination information shall be received no later than Wednesday, February 22, 2012.
- (d) The Transition Nominating Committee shall review all the nominations, decide on the names to be placed on the ballot and prepare the election ballot, which shall be distributed to the Constituent Voters, which is defined in item (e) of this article. The Transitional Nominating Committee shall make the final list of candidates available by February 29, 2012. An email to that fact shall be sent to the Constituent Voters.
- (e) These transitional (one-time only) elections shall be held on Sunday, March 4, 2012 on the campus of the University of Maryland, College Park, MD. The Stakeholders defined in Article XVII, Section 5 are eligible to vote in this meeting. In order to embrace, a larger cross-section of the Turkish American Scientist and Scholar community and to increase the membership base, the Transition Team encourages the Registered Attendees of the 2012 TASSA Conference to participate and vote on these special elections. These two groups shall

be called the Constituent Voters and they shall be eligible to cast their ballots in these elections, regardless of their membership status.

- (f) The Meeting shall be convened by the Chair of the Nominating Committee. The Chair will check if the quorum is present. If it is NOT then he/she will postpone the meeting for 15 minutes. Then the meeting shall convene regardless of the quorum.
- (g) Constituent Voters shall vote for the President among the nominated candidates. The term of this President shall be three and a half (3.5) years.
- (h) Constituent Voters shall select four directors for a full 4-year term and then another four directors for a 2-year term from the slate of candidates distributed.
- (i) The Transition Nominating Committee shall announce the election results as soon as they are completed.

**Section 5.** For the purpose of these Transitional Provisions, TASSA Stakeholders are defined as individuals who are: a) the members of the Transition Team, b) the past Board Members of TASSA, c) the current members of TASSA who have paid their dues and, d) the TASSA members who voted for the formation of the Transition Team at the April 29, 2010 Special Assembly Meeting.

**Section 6.** The Transition Team, the Transition Nominating Committee, and the Stakeholders group shall cease to exist as soon as the new Board and the President is elected.

***These Bylaws consists of seventeen (17) articles including the Transitional Provisions (Article XVII). The Bylaws were endorsed by the Stakeholder Group and they were subsequently approved by the TASSA Transition Team on February 15, 2012.***