

**SYRIAN-AMERICAN CLUB
(SAC)**

**BY-LAWS AND STANDING RULES
*REVISED NOVEMBER 22, 2008***

ARTICLE ONE: NAME AND PURPOSE

Section One

The name of this organization shall be the Syrian-American Club, hereinafter, referred to as "The Club".

Section Two

The Club shall be organized as a not for profit, social, cultural, non-political, and non-religious entity.

Section Three

The official language of the club shall be English.

ARTICLE TWO: OBJECTIVES OF THE CLUB

Section One

The Club's objectives shall be:

1. Help preserve the common social and cultural heritage of the members and their children.
2. Assist the members and their families in dealing with the professional, social, and cultural problems associated with their new environment, particularly upon initial arrival in the Washington, D.C. metropolitan area.

ARTICLE THREE: OFFICES

Section One

The principal office shall be in Washington, D.C. metropolitan area.

ARTICLE FOUR: MEMBERSHIP

Section One

Description of Active Members is as follows: 1. Americans of Syrian origin, 2. Married to a person of Syrian origin, and 3. Arab Americans, who share the same objectives of the club, to a maximum of 40% of total active membership.

Section Two

Courtesy membership is reserved for special individuals whom the board of directors appoints. They are non-voting, non-dues paying members.

Section Three

Rights:

Upon payment of registration fee and annual dues, membership shall include the right to:

1. Participate in all meetings
2. Hold any office when elected, unless restricted otherwise
3. Vote for all officers and any club matter
4. Be appointed to all standing committees by the council and the President
5. Request a special meeting with 10% of active members
6. Use any club facility (only if a member conducts oneself properly).

ARTICLE FIVE: FISCAL YEAR

Section One

The fiscal year of The Club shall be from the first day of January to the 31st day of December.

ARTICLE SIX: DUES

Section One

The dues of The Club shall be determined by the council and approved by the board of directors, and shall be payable in the first month of the fiscal year. The member has until the end of the second month of the fiscal year to bring his or her dues up to date, unless the council determines otherwise.

Section Two

The registration fee is payable once at the time a new member joins The Club.

ARTICLE SEVEN: MEETINGS

Section One

The place of all membership meetings shall be in Washington, D.C. metropolitan area or such other place as shall be determined from time to time by the council and the place at which such meetings shall be stated in the notice. The date and frequency of such meeting (s) shall be determined by the President and council. However there shall not be less than one yearly business meeting of the general membership and six (6) meetings of the council in any calendar year.

Section Two

The annual meeting of all voting members of The Club for the election of officers to succeed those whose terms expire, and/or fill permanent vacancies, and/or expand the number of authorized council members, and/or to transact such other business as may properly come before the meeting, shall be held each year in the month of November. If the annual meeting for the voting members be not held as herein prescribed, the election of officers or the conduct of business properly before the voting members may be held at any meeting herein-after set within ten (10) days by the council.

Section Three

A quorum in the annual regular meetings of voting members shall consist of one third of voting members, either in person or by written proxy, and a majority affirmative vote of the above shall constitute proper authorization for any action voted upon by members.

Section Four

A special meeting of the members may be called by the board of directors or upon request of the council or 10 % of active members by written or printed notice. Notice of a special meeting shall be given to all members at least five (5) days in advance and not more than thirty (30) days in advance of the meeting, and notice shall set forth the purpose of the special meeting. Except by the simple majority vote of the members in attendance, only such business as set forth in the notice shall be transacted at the meeting.

ARTICLE EIGHT: OFFICERS AND THEIR DUTIES

Section one

The club shall have as its council officers a President, a Vice President, a Secretary, and a Treasurer. Each has one vote. A membership and Activities chairpersons shall be appointed by the president and approved by the council. The membership and activities chairpersons may attend council meetings as decided by the council but have no votes.

Section two

The officers shall not hold more than one office at a time. The President and Vice President shall hold office for two years. The Secretary and Treasurer shall hold office for two years renewable once. The membership and activities chairpersons shall hold office for one year renewable for a maximum of three years.

Section Three

The president shall preside at all regular meetings of the general membership and all council meetings, shall exercise general supervision over the affairs and activities of The Club, and shall serve as a member ex-officio of the Board and all committees except the nominating committee. The President shall represent The Club at all functions unless decided otherwise by the board of directors. The President shall conduct himself or herself in the right manner at all functions at all times when he or she is representing The Club. The President shall appoint membership and activities chairpersons and all committee members for any special function.

Section Four

The Vice President shall act in the absence or disability of the President. Shall be in charge of maintaining and updating of all special committee meetings to the President.

Section Five

The Secretary shall keep the minutes of the proceedings of all meetings may it be the general membership, the council or any special committee meetings. He or she shall make record book to keep minutes. He or she, at the direction of the President, shall handle all correspondence for the Club and perform other duties pertaining to such an office. He or she does not have the right to sign any correspondence or tax forms without approval from the President or from the council. He or she shall keep the mailing list up to date at all times.

Section Six

The Treasurer shall be the financial officer of The Club. Shall keep records of all dues owed by each member and give a thirty (30) day written notice to each member who is behind in dues. Shall make a monthly report of all receipts and disbursements and shall make a full report at each council and general membership meeting. Shall perform all other duties pertaining to such an office including handling all tax matters with The Club lawyer and keeping a copy of all correspondence and tax forms that are related to the financial status of The Club. It is the duty of the Treasurer to make sure that all accounts are in order and to get approval to transfer and dispense funds from the council. No other member or officer shall transfer or disburse fund without the approval of the treasurer.

Section Seven. Members at Large and Their Duties

Section One

The membership shall elect three members to serve on a rotation basis on the council. One Member at Large for a one-year term, one Member at Large for a two-year term and one Member at Large for a three-year term with one being elected each year.

Section Two

The Members at Large attend all council meetings with one vote each. They shall perform special duties as directed by the President and the council.

ARTICLE NINE: ORGANIZATION AND MANAGEMENT

Section One

The governing body of The Club shall be the Board of Directors hereinafter referred to as "The Board". The Board shall delegate the day-to-day management of the affairs of The Club to the council. The decisions of The Board shall be binding on the council. The council shall conduct all business between meetings. All authority necessary to conduct the business of The Club is vested in and shall be exercised by the council. This authority shall include lease, exchange, transfer, contract, money matters, or other legal actions as the majority of the council deems necessary to effectuate the purpose of The Club. Any transaction of over \$5000.00 should be approved by The Board. The original board of directors shall be composed of the founding committee of the Club. Thereafter, The Board shall be composed of 5 members including the Chair. In the event of vacancy a replacement shall be appointed by the board from the active members of the Club. The chair of the board shall be elected by board members for 2 years term. The term of the board members is 4 years maximum. The Board shall meet at least twice per year. A board member can be removed by a unanimous decision of the remaining members of the Board.

Section Two

The Board by a majority affirmative vote shall have the power to amend, repeal, or adopt By-Laws at any regular or special meeting of the Board.

Section Three

If any By-Law is amended or repealed by The Board the Secretary will read as copy of the amendment or regulation to the voting members and there shall be set forth in the notice or at the next meeting the notice of proposed By-Law changes to be heard, and the voting members will have the authority to affirm or reject the amendment.

Section Four

A majority of the council present or by written proxy shall constitute a quorum for the transaction of business.

Section Five

All legal power and authority of The Club shall be joint and equally vested in each Board member and any and all individual authority to act on behalf of The Club shall be delegated by a majority vote of the members.

Section Six

At the discretion of the council any member of the council who misses three consecutive council meetings without sufficient reason shall be removed from office, and a new member shall be appointed by the Board to complete the term of the removed council member.

ARTICLE TEN: NOMINATION AND ELECTION OF OFFICERS

Section One

It shall be the duty of the Board at least forty five (45) days prior to the annual meeting to appoint a nominating committee of three (3) members comprised of the three (3) past presidents. The most recent past president will serve as the chairperson of the committee. In the first three years of The Club, and because no past presidents are available, three (3) from the general membership are appointed to the nominating committee by The Board. The Chairman of the Board shall serve as an ex-officio (nonvoting) member on the nominating committee.

Section Two

The nominating committee shall meet immediately on its appointment, with all members present to select one candidate for each of the offices, and one candidate for the Members at Large. All nominees shall be notified and their verbal acceptance of such nomination obtained. The nominating committee shall select all candidates from the general membership. Any member wishing to run for office should put in writing his or her qualifications and the office he or she wishes to run for and this should be given to the nominating committee.

Section Three

The official slate set forth by the nominating committee shall be mailed to the membership no later than ten (10) days prior to the annual meeting.

Section Four

At the annual meeting direct nominations from the membership-at-large shall be solicited from the floor

Section Five

At the annual meeting, the President shall name three (3) tellers who are neither candidates or officers. These tellers shall count the ballots in secret.

Section Six

A member who cannot attend the annual meeting may give or mail his or her ballot to the Secretary in a sealed envelope enclosed in an outer envelope and signed with the member's name for identification. The ballot must be received by the Secretary no later than the beginning of the annual meeting.

Section Seven.

A majority written, secret vote shall be sufficient to elect officers.

Section Eight.

An official tally shall be turned over to the President. Ballots will be kept until the next meeting and at that time destroyed if there are no objections.

Section Nine.

In the event of a tie for any office, the members present shall cast a written ballot until one candidate receives a majority vote.

Section Ten.

Newly elected officers will take office the first Sunday in January.

ARTICLE ELEVEN: VACANCIES AND REMOVAL

Section One.

If a chairman of any committee finds it impossible or fails to actively carry out their duties, the vacancy shall be filled for the unexpired term by the President by appointing someone from the membership.

Section Two.

A replacement that is appointed or elected shall be considered to have served a full term if appointed or elected before March 1st.

Section Three

An officer of the council may be removed from office by the unanimous vote of the remaining officers of the council after ratification by majority members of the Board.

ARTICLE TWELVE: INDEMNIFICATION

Section One

An officer or former officer of this Club who may have served at its request, will be indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings to which he is made a party by reason of being or having been such officer, except in relation to matters as to which shall be judged in such action, suit, or proceedings to be liable for negligence or misconduct in the performance of their duty.

ARTICLE THIRTEEN: SPECIAL COMMITTEES

Section One

The President, as the need arises, shall appoint any special committee during the year.

Section Two

All special committees shall be self-supporting and each chairman shall take complete charge of all details in connection with any event and would be under the direction of the President.

STANDING RULES

1. The permanent files shall be deposited at a place designated by the officers.
2. All disbursements shall be made by check, drawn and signed by the Treasurer.
3. Any funds disbursed over \$2000.00 must have the approval of the council and be signed by the Treasurer and the President.
4. Members are obligated to pay for reservations for any event unless cancellation is made within the allowed time. Failure to pay will forfeit the member's right to attend any function of The Club until payment is made.
5. Fundraising projects may only be held upon recommendation by the council and approval by the Board.
6. All fundraisers must have a budget approved and a profit projected before it can be held. This must be approved by the council.
7. No gambling on Club property unless approved by the Board for a fundraiser or other worthwhile function.
8. Registration fee per member and spouse or single member is required to join The Club. This is payable only once.
9. When a member is leaving for a long period of time he or she must have notified in writing the Secretary so as to remove them from the active list of members.
10. All correspondence on Syrian-American Club stationary shall be approved prior to mailing by the President or by the Vice President if the President is not available. Copies of correspondence sent or received shall be sent to the President.
11. No member shall accept monetary consideration for their duties. Members are entitled to reimbursement for out-of-pocket expenses.
12. All children under eighteen (18) years are not required to pay dues or a registration fee, but have no vote and may not voice their opinion at any meeting.
13. To run for any office, a member must be a member in good standing.
14. The council shall be representative of the active membership and members of non-syrian origin shall constitute 40% or less of council members.
15. No member shall talk out of turn. A member must ask to be recognized before speaking.

Each member will wait his or her turn to speak. No member shall speak more than a few minutes at a time so as to give other members the chance to voice their opinion.

16. If a member should speak out of turn or before he or she is recognized by the President, the President may request that that member leave the meeting.

17. If none of the above rules fit with the matter at hand then: RULES OF ROBERTS will apply.

18. The order of business of The Club shall be in this order:

- A. Call to order
- B. Minutes of previous general and council meeting
- C. Treasurer's report
- D. President's announcements
- E. Special Committee report
- F. Unfinished business
- G. New business
- H. Adjournment