

# **Ethiopian Community in Seattle**

## **(ECS)**

### **Bylaws**



8323 Rainer Avenue South

Seattle, WA. 98118

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# **Ethiopian Community in Seattle Bylaws**

We, people of Ethiopian origin, residing in the Greater Seattle area:

- Recognize our unique historical and cultural heritage
- Remain cognizant of the linguistic and cultural richness and diversity of our Ethiopian community within the multicultural society of Seattle and
- Recognize the need for an organization to represent us and provide us with a means to achieve the objectives stated below here by amend the old bylaws of the Association with the following provisions:

## **1) ARTICLE: NAME**

The name of the Association shall be the Ethiopian Community in Seattle (hereafter referred to as ECS).

## **2) ARTICLE: MISSION AND VISION**

### **2.1 MISSION:**

ECS's mission is to facilitate a seamless integration of all persons of Ethiopian origin into the American society. Additionally, ECS aims to contribute to the social, cultural and civic life of the Puget Sound area as well as to assist Ethiopians and Ethiopian-Americans in preserving and sharing their ancient history and rich cultural heritage.

### **2.2 VISION:**

Our Vision is to organize and enable Ethiopians and Ethiopian Americans living in Seattle and Puget Sound area become socially active and contributing citizens to the common good. We envision empowered citizens that are educated, responsible and law abiding that are the foundation of a healthy community. We aim to preserve our rich Ethiopian heritage with the intent of passing it to the next generation.

### **2.3 OUR VALUES:**

Guiding us in our mission are our core values:

- (a) Celebrate diversity in gender, age, ethnicity, religion and political viewpoint of our community members.
- (b) Operate and manage ECS with accountability and transparency
- (c) Creating a welcoming environment where members learn, grow and have enjoyable experience.
- (d) Partnering and forging stronger relationships with other organizations to realize our vision.
- (e) Choosing dialogue and discussion as a way to solve problems.

### **3) ARTICLE: THE BOARD OF DIRECTORS**

Except for such powers as may be delegated by the Bylaws to members, officers or committees of ECS, the management of the business of ECS shall be vested in its Board of Directors, hereinafter referred to as the Board or Director(s), which will function in accordance with the following provisions;

- 3.1 The Board of Directors shall consist of fifteen (11) members elected at an Annual General Assembly (GA) meeting of the Association. Eligible members may be co-opted by the Board.
- 3.2 The Board of Directors shall review, analyze and approve the programs and services of ECS on a regular basis.
- 3.3 The Board of Directors shall review and approve the annual operating budget of ECS.
- 3.4 The Board of Directors shall conduct quarterly reviews of the programs, services and operating budget of ECS.
- 3.5 The Board of Director, in consultation with the board of trustees of ECS, shall review any and all leases, agreements, promises, debts, loans and contracts related to all ECS properties
- 3.6 The Board shall meet as often as the business of ECS may require. While this might continue to be the case for now, as the board evolves to more of a Governing Board, meetings would probably be held every other month or once a quarter (with committee work in between). The President shall chair the meeting or delegate it to any

of the members as he/she sees it fit. Fifty one percent (51%) or more of the members of the Board of Directors shall constitute a quorum.

- 3.7 Any member of the Board who wishes to resign shall submit in writing to the President and/or the Secretary, his/her intention to resign. The Board will consider the resignation at its next meeting.
- 3.8 A special meeting of the Board may be called on the instruction of any three (3) members, provided they request the secretary in writing to call such a meeting and state the business to be brought before the Board. A meeting of the Board shall be called within ten days' notice.
- 3.9 If a maximum of three (3) vacancies occur on the Board in between the GA meetings, whether through resignation or any other reason, they shall be filled by the Board until the next GA meeting. If more than three (3) such vacancies occur, the Board shall call an emergency GAM within a thirty-day (30) period and get an election run.
- 3.10 The Board shall have the authority to utilize ECS's funds towards the achievement of ECS's objectives in any manner it deems fit within the law and shall be responsible and accountable to the GA. The Board has the power to borrow funds from banks or other lenders, pay debts or sign contracts to benefit ECS.
- 3.11 The Board of Directors shall hire and determine the compensation of the Executive Director. Firing the director for cause and/or performance shall also be the duty of the board. A formal in-person assessment of the executive director's performances will be conducted Mid-Year (interim) and Year-End (Final) by the executive committee. The plan for the assessment will be developed with the executive director and submitted to the board for review and approval.
- 3.12 The Board shall establish committees as deemed necessary, with such powers and duties as it shall determine from time to time. A charter for each committee should address the committee's purpose, composition, authority, roles and responsibilities, how and when meetings will be held, and how meeting minutes will be written and approved.

- a) **Standing Committee:** Standing Committees are established on a permanent basis. These committees analyze issues within their areas of jurisdiction and make recommendations to the board. A standing committee also monitors and evaluates the performance of the whole organization in relation to its responsibility. All standing committees report to the ECS Executive Committee.
  - b) **Ad Hoc Committee:** The board may also organize special or ad hoc groups for specific purposes and limited duration. These working groups are made up of board members and at times may also include non-board members who are suggested and approved by the board. These groups/teams will usually carry out their assigned functions, make recommendations to the entire board, and disband.
- 3.13 The affairs of ECS shall be managed by the Board. The Board shall have the power to make, alter, amend and delete its rules and regulations for its own government and change its officers and to fill any vacancy that may occur in the executive committee.
- 3.14 The office of any member of the Board who is absent from three (3) successive meetings of the Board, or who has missed fifty one percent (51%) of the meetings of the Board in any one year, shall be vacated at the discretion of the Board.
- 3.15 Any Board member may be removed from office for due cause by the affirmative vote of at least three quarters of the Board. Any such Director shall be entitled to written notice, sent by registered mail, of the meeting at which such removal is to be voted upon and shall be entitled to appear before the Board and to be heard at the meeting. Such notice shall be sent at least five (5) days prior to such meetings.

#### **4) ARTICLE: OFFICERS**

- 4.1 The officers of ECS shall be the President, the Vice-President, the Secretary, the Treasurer, the Public Relation Officer and such other officers as the Board may appoint. The Board shall elect these officers from among its members. Such election shall be

communicated to the members of ECS by written notice mailed no later than 15 days after such an election.

#### 4.2 **THE PRESIDENT**

- (a) The President shall, if present, preside at all meetings of ECS and the Board. He/she shall sign all instruments that require his/her signature and shall have the power and perform the duties usually vested in the office of the President and shall have such other powers and duties as may from time to time be assigned to him/her by the Board.
- (b) The President shall appoint chairpersons for committees and sub-committees as may be required or as he/she may find necessary and shall be a non-voting member of all committees unless otherwise specified by these by-laws. The President shall advise the Board about the establishment of such committees and shall seek its approval on the nomination of the chairpersons.
- (c) Unless otherwise specified by the Board, the President shall have full power and authority on behalf of ECS to vote in person or by proxy at any meeting of the stakeholders of any corporation, organization or institution in which ECS may have interest and/or is represented.
- (d) The President shall appoint individuals to work as members of an ad hoc committee or a special task force group that will initiate new program inputs and initiatives. Individuals identified to work on the committee or task force should have the necessary skills and contacts. The President shall advise the Board about the formation of such committee meeting.
- (e) The President shall call Executive Committee meetings.

#### 4.3 **VICE-PRESIDENT**

The Vice-President shall be vested with all powers and shall perform all the duties of the President in absence of the President. As part of the succession planning and in aims for continuity of leadership, the

Vice President position has been identified as the replacement to the outgoing president at the end of the term limit.

#### 4.4 **THE SECRETARY**

- (a) The Secretary shall attend all meetings of the Board and all meetings of the GA and record all such proceedings.
- (b) The Secretary shall issue or cause to be issued notices for all meetings of the members and the Board, have charge of the Minute Book of ECS, sign with the President and other signing officers of ECS such instruments as require his signature and shall perform such other duties as the term of his/her engagement call for or the Board may from time to time properly require of him.
- (c) The Secretary shall collect and record all minutes of the Standing Committees.
- (d) The outgoing Secretary shall be responsible for convening the first meeting of the incoming Board and such a meeting shall be convened within a two-week period of new Board elections.

#### 4.5 **THE TREASURER**

- (a) The Treasurer shall receive all monies and valuable paid to ECS and shall be responsible for the deposit of the same in a bank to be selected by the Board.
- (b) It shall be the duty of the Treasurer to verify the accuracy of all bills submitted to him/her and to determine whether such bills arose from work or services properly authorized by the Board or a delegated officer thereof. After having satisfied himself/herself of the accuracy of the bill, receipt of the service or item purchased, the treasurer shall make the payment within a reasonable time.
- (c) The Treasurer shall properly account for the funds of ECS and shall ensure that the accounting books and records are properly kept. He/she shall present a full account of receipts and disbursement to the Board at least quarterly and shall, through the Board submit to the GA a financial statement duly audited by an auditor committee elected by the GA.

- (d) The Treasurer shall serve as the chairperson of the Budget and Finance Committee.

#### **4.6 PUBLIC RELATIONS OFFICER**

The Public Relations Officer shall be responsible for the following:

- (a) Promoting the works and activities of ECS in a manner that will serve to attract more members.
- (b) Establishing engagement tools such as a monthly newsletter and a recognition program that can provide value to our members and/or donors.
- (c) Publishing and distributing information (on the approval of the Board or the President of ECS) to the members of ECS and/or the general public.
- (d) Publicizing and disseminating the aims and objectives of ECS.

#### **4.7 ELECTION OF THE BOARD OF DIRECTORS**

- (a) The Board of Directors shall consist of eleven (11) members. The term of elected members to the Board shall be four (4) years. Five (5) members of the Board shall be designated to serve for the first two years. Thereafter, the GA shall elect five (5) or six (6) members alternately every two years.
- (b) Board of Directors members may be re-elected for another term when their term expires.
- (c) Members with at least two years standing shall be eligible for nomination to the Board. Every member of ECS shall have one vote for each vacancy on the Board at the annual GA meeting.
- (d) Pending the approval of the upcoming GAM, any appointed member shall finish the term of office of the individual he/she replaces.

### **5) ARTICLE: BOARD OF TRUSTEES**

- 5.1 **A Board of Trustees consisting of nine (9) members shall be formed as follows:**

- (a) The President and the Vice President of ECS Board of Directors shall be members of the Board of Trustees by default.
- (b) ECS Board of Directors shall nominate five (5) individuals from its general membership and present to the GAM for confirmation.
- (c) The Board of Directors shall also elect two (2) prominent US citizens (not of Ethiopian origin) to serve on the Board of Trustees
- (d) The Board of Trustees reports directly to the GA of ECS.

### **5.2 Election and term of office of Board of Trustees:**

- (a) The five (5) members of the Board of Trustees are elected into office as indicated in paragraph 5.1 (a)
- (b) Board of Trustees members shall serve for a five (5) years and may be re-elected for another term when their term expires.

### **5.3 Duties:**

- (a) Board of Trustees shall be the custodian of the real property of ECS within the parameters defined in these bylaws. This may include overseeing maintenance of ECS properties, risk evaluations, and setting up required protections from possible physical, legal, and other damages and establishing minimum standards and requirements for the safe use of the facility.
- (b) The Board of Trustees shall work in consultation with the Board of Directors and ECS's subsidiaries and affiliates with matters relating to the security and safety of the ECS properties.

## **6) ARTICLE: ADVISORY COUNCIL**

### **6.1 The Advisory Council consisting of Seven (7) members shall be formed as follows:**

- (a) The board of directors nominates nine (9) candidates from diverse backgrounds and the GA elects seven (7) to serve a three-year term.

- (b) The council is convened by the board of directors to give advice and support on matters of critical importance impacting the organization.
- (c) The board of directors shall also delegate a subset of the council (2-3 members) as Governance Committee with the authority to address transparency, independence, accountability, and management oversight.
- (d) Both the Advisory Council and Governance Committee shall be governed by a charter that the council will draft and subsequently get approved by the board of directors.

## **7) ARTICLE: EXECUTIVE COMMITTEE**

- 7.1 The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Public Relation Officer of ECS. The Executive Committee shall be responsible for all matters concerning the day-to-day operations of ECS except those matters specifically reserved for the Board of Directors. The President (the chair person) shall call and preside at all meetings of the Executive Committee. Three of the members of the Executive Committee shall constitute a quorum at any meeting.
- 7.2 The Board, for operational purposes, shall amend the type of committee that would be formed. Depending upon needs existing at any time, the Board shall form new committees and/or fold or merge existing ones.
- 7.3 Unless otherwise provided by the Board, meetings of a Standing Committee shall be called by the Chairperson of the committee and may be held upon 24 hours verbal or written notice given to the members prior to such a meeting. A majority of the members of any committee shall constitute a quorum.

## **8) ARTICLE: MEETING OF GENERAL ASSEMBLY (GA)**

- 8.1 The Board shall call and hold at least two GA meetings within a year. The first one needs to take place no later than six months after the election of the Board of Directors. The GA meeting shall be attended by all members of the community, but only those registered and in

good membership standing six (6) weeks prior to such meeting are eligible to cast votes.

- 8.2 Annual General Meeting shall take place within 60 days after the end of the fiscal year.
- 8.3 The GA shall have the power to elect the Board of Directors and remove such Board or its officers with just cause. Except as provided in the preceding sub-sections, individual members of ECS shall have no right, power or authority to act for or on behalf of ECS, but the GA's approval shall be required for the authorization of any actions undertaken by the Board of Directors.
- 8.4 The approval of the members shall be required:
  - (a) to amend this bylaw or any part thereof,
  - (b) to provide for merger into or with another corporation, association or organization,
  - (c) to provide for the voluntary dissolution of ECS or
  - (d) for the sale, long term lease or exchange of Real Property of ECS.
- 8.5 From such meeting as mentioned in Section 8.1 above, fifty one percent (51%) or more of the members in good standing shall constitute quorum.

## **9) ARTICLE: PROCEDURES AND REQUIREMENTS FOR ELECTION**

- 9.1 The Board shall call the GA at least four weeks prior to an election date.
- 9.2 The Board shall appoint a four-member (one serving as an alternate) election committee to recruit and bring forth candidates for approval and administer the election. The Board provides guidance in all the election processes.
- 9.3 The Board will schedule the date, time and place for filing nominations and circulates the above information by mailing the same members at least fourteen (14) days prior to the election date.

- 9.4 The Board shall cooperate with the Election Committee in running the elections.
- 9.5 Voting shall be by secret ballot. Votes must be cast in person and not by proxy or otherwise.
- 9.6 Only members who have been in good standing for a minimum of three (3) months prior to any election shall cast a vote to elect or be elected for any position.

## **10) ARTICLE: AUDIT COMMITTEE**

The GA at its annual meeting shall appoint an Audit Committee of three (3) members for a two-year term. The Audit Committee shall check the books and records of ECS and report to the GA its findings at least once a year. As the transactions of ECS grow, the GA may approve the hiring of an external auditor.

- 10.1 The Audit Committee may check ECS records during the year when it deems necessary to check compliance to bylaws provisions and standard accounting practices.

## **11) ARTICLE: AMENDMENTS**

- 11.1 The 2012 Bylaws of ECS is amended and is hereby replaced by these bylaws of 2018. Therefore, all the terms, agreements, provisions, rights and obligations specified herein govern all the affairs of ECS.
- 11.2 Proposed amendments to these by-laws shall be submitted in writing to the Secretary over the signature of not less than three (3) members of ECS. The Board shall consider the proposed amendments and make its recommendation to the GA. All such proposed amendments shall be circulated among membership at least 14 days prior to the GA meeting.
- 11.3 Modifications in the form of amendments to the amendments may be presented from the floor.

- 11.4 Amendment, alterations, deletions, additions and rejection of this by-law is not accepted without the voting approval of two-thirds of the membership.

## **12) ARTICLE: FISCAL YEAR**

- 12.1 The fiscal and operational year of ECS shall be from 1<sup>st</sup> January to 31<sup>st</sup> of December.
- 12.2 The books, accounts and records of ECS shall be audited by an audit committee as provided under Article 10. The audited financial statement shall be submitted to the GA as part of the Annual report of the Board of Directors.

## **13) ARTICLE: INDEMNIFICATION**

- 13.1 In the absence of fraud, gross negligence and bad faith, ECS Board members, Trustees, Officers and members of ECS and each one of them, shall not be personally liable for any costs, debts, obligations or liabilities of the Ethiopian Community in Seattle. Each Board member, Trustee and officers of the organization shall be entitled for indemnification from ECS against all costs, claims, liabilities, fines or penalties imposed upon or asserted against him/her by reason of his/her being or having been Board member, Trustee or Officer, provided however, that no such exoneration or indemnification shall extend to any case in which any liability, fine, or penalty is imposed upon him/her by reason of the final judgment of a court of competent jurisdiction adjudging him/her guilty of gross negligence, bad faith, willful and fraudulent misconduct or any criminal offense.
- 13.2 The Organization shall operate without financial gain for its members. Any income/return or other accretion to the organization shall be used to promote its objectives.
- 13.3 The directors and other elected or appointed members shall serve without remuneration and shall not receive directly or indirectly any compensation from their positions as directors or officers or members but may be paid reasonable amount to reimburse for expenses incurred by them in the performance of their duties.

## **14) ARTICLE: MEMBERSHIP**

- 14.1 Membership shall be open to any person who agrees to abide by the basic principles of ECS and these by-laws and promises to actively support the aims and objectives of ECS as set out in this document.
- 14.2 Active Members are persons of families who have made application for active membership to the Organization and paid the prescribed dues, and whose applications have been approved by the Board. Family membership will consist of two members, the applicant and spouse, and minor children.
- 14.3 Associate Members are those who support the objectives of ECS and provide financial and/or other support. Associate members cannot vote or be nominated for an office but may attend any GA meeting and are entitled to participate in other activities of Association. The Board of Directors shall rectify the application of Associate members.
- 14.4 Honorary Members are individuals who have rendered valuable services to ECS. The Board shall identify such individuals and present their name to the GAM for approval. Honorary Members are exempted from paying any membership fee. Honorary Members, like Associate members, cannot vote or be nominated for an office but may attend the GA meeting and are entitled to participate in other activities of ECS.
- 14.5 Any member may withdraw from ECS at any time, without prejudice.
- 14.6 The failure to pay membership fees when due, may result in loss of good standing in ECS.
- 14.7 Membership fees shall be determined by the Board and may be reviewed by the GA. All membership fees and contribution in kind are non-refundable.
- 14.8 The Board can recommend the expulsion of any member from ECS for a well-founded reason. Any such member shall have the right to attend and defend the GAM discussing his/her expulsion.

## **15) ARTICLE: CONFLICT OF INTEREST**

- 15.1 It is in the best interest of the Organization to be aware of and properly manage all conflict of interest and appearances of conflict of interest, as described below:
- (a) A director, officer, employee or volunteer, including a Board member, (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with ECS for goods and services.
  - (b) A director, officer employee or volunteer, (or family member of any of the foregoing) has a material financial interest in a transaction between ECS and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, trustee, representative, receiver, guardian, or custodian.
  - (c) A director, officer, employee or volunteer (or family member of any of the foregoing) is engaged in some capacity or has a material financial interest in business or enterprise that competes with ECS.
  - (d) Gifts, Gratuities, Entertainment or other favors from individuals or entities can and also result in conflict of interest when the gift/entertainment/ favor was intended to duly influence the duties and responsibilities of the director, officer, employee or volunteer. This does not preclude acceptance of gifts of nominal or insignificant value which are not related to any particular transaction or activity of ECS.
  - (e) Any other situation that may create the appearance of a conflict, in connection with a person who has influence over the activities or finances of the organization.
- 15.2 All circumstances of conflict of interest should be disclosed to the Board and decision made as to what course of action ECS or the individuals should take so that the best of the Organization is not compromised.
- 15.3 Confidentiality: Each director, officer, employee or volunteer shall exercise care not to disclose confidential information acquired in connection with disclosure of conflict of interest or potential such

conflicts may adversely affect the interest of the organization. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of ECS for their personal benefit or the benefit of family member(s).

- 15.4 The Board may develop internal policy and guidelines to manage conflict of interest as outlined above.

## **16) ARTICLE: DISSOLUTION**

- 16.1 The Ethiopian community in Seattle may be dissolved only when all of the following conditions are met:

- (a) Unanimous decision of Board of Trustees in favor of dissolution
- (b) Unanimous decision of Board of Directors in favor of dissolution
- (c) Three quarters of the GA shall authorize the dissolution of ECS.

- 16.2 Upon dissolution of ECS and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to Charitable Organizations which carry on their work solely in the State of Washington.

## **17) ARTICLE: LANGUAGE CLAUSE**

There are two versions of these Bylaws (English and Amharic). Both versions being deemed authentic; for legal purposes, the Amharic version is to be given priority of interpretation.