

**BYLAWS
FOR
TURKISH-AMERICAN ASSOCIATION OF SAN ANTONIO, INC.
A TEXAS CORPORATION**

These Bylaws (referred to as “Bylaws”) govern the affairs of the Turkish-American Association of San Antonio, Inc., a non-profit corporation (referred to as the “Corporation”) organized under the Texas Non-Profit Corporation Act (referred to as the “Act”)

ARTICLE I – MEMBERSHIP

1.00 All members in good standing should abide by the rules, regulations, and Bylaws and pay dues regularly.

1.01 There shall be three types of paying memberships: Family, individual and student.

1.02 There shall be *Honorary Lifetime Memberships* which are nominated in writing by any member, and conferred by a consensus of the Board of Directors and have all privileges except voting and paying dues.

1.03 There shall be *Sponsor Memberships*. A membership provided by any company, entity or individual for a particular individual selected by the sponsor.

1.10 MEMBERSHIP DUES. The Board of Directors may set and change the amount of the membership dues. Membership shall begin, or be renewed upon payment of the appropriate dues and expire ninety (90) days after the next General Assembly meeting. Those joining after July 1 will pay half the membership fee. Membership categories will be as follows:

1.11 FAMILY MEMBERSHIP: A family constitutes parent(s) and any dependent(s) living in the same home.

1.12 INDIVIDUAL MEMBERSHIP.

1.13 STUDENT MEMBERSHIP.

1.20 VOTING RIGHTS. Each member, 18 years old or over, shall be entitled to one vote on each matter submitted to a vote of the members. If the membership is a family then each family member 18 years old or over is entitled to one vote.

1.30 RESIGNATIONS. Resignation of members shall be made in writing or in person to the Secretary. Resigning members are not entitled to any unused dues reimbursement.

1.40 SANCTION, SUSPENSION, OR TERMINATION OF MEMBERS. The Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes the default of an obligation to the Corporation to pay dues for a period of thirty (30)

days following delivery of notice of default, or a material and serious violation of the Corporation's Articles of Incorporation, Bylaws, or rules, or of law. The Board of Directors may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least fourteen (14) days prior to the hearing. However, shorter notice may be deemed adequate if the Board of Directors determines that the need for a timely hearing outweighs the prejudice caused to the member, and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail, return receipt requested, except for dues renewal which may be sent by regular mail. A member shall have the right to be represented by counsel at and before the hearing. The Board of Directors may impose sanctions, suspend a member, or expel a member by a vote of a majority of Directors.

1.50 REINSTATEMENT. A former member may submit a written request for the reinstatement of membership. The Board of Directors may reinstate membership on any reasonable terms that the Board of Directors so chooses. If termination was due to non-renewal of membership then dues payment automatically reinstates the member.

1.60 TRANSFER OF MEMBERSHIP. Membership in the Corporation is not transferrable or assignable. Membership terminates on the dissolution of the Corporation, resignation by the effected member, failure of the effected member to pay required dues, or death of the effected member. Membership in the Corporation is not a property right that may be transferred after a member's death.

1.70 WAIVER OF INTEREST IN CORPORATION PROPERTY. All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

1.80 RENEWALS. Membership renewals shall be dated from the previous expiration date, if renewed within ninety (90) days following expiration, else membership shall lapse.

ARTICLE II – GENERAL ASSEMBLY

2.01 The General Assembly shall consist of members in good standing.

2.02 It has the ultimate authority and responsibility for the organization, activities, projects, goal and mission of the Corporation.

2.03 The General Assembly will conduct its Annual Meeting within two months after the end of the year. A simple majority of voting members will constitute a quorum for all issues requiring a vote except those specified otherwise in the Bylaws.

ARTICLE III – MEETINGS

3.00 All meetings will be conducted according to parliamentary law rules of order (using latest edition of *Robert's Rules of Order, Newly Revised*) and shall be held at any place within the State of Texas designated by the Board of Directors pursuant to authority hereinafter granted to the Board, or by the written consent of all persons entitled to vote thereat.

3.01 *Quorum of Membership.* The members holding sixty percent (60%) of the votes that may be cast at a meeting who attend the meeting in person shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during

a meeting, a majority of the members present may adjourn the meeting, and reconvene the meeting one time, without further notice.

3.02 *Adjournment for Lack or Loss of Quorum.* In the absence of a quorum or the withdrawal of enough members to leave less than a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members present in person thereat, but no other business may be transacted.

3.03 *Actions of Membership.* The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of membership unless the vote of a greater number is required by law or the Bylaws.

3.04 *Proxies.* A member may not vote by proxy.

3.05 *Voting by Mail.* The Board of Directors may not authorize members to vote by mail on the election of Directors and officers, or on any other matter that may be voted on by the members.

3.06 *Meeting Order of Business.* The order of business shall be as follows: Reading of the minutes of previous meeting by the Secretary; Financial report by the Treasurer; President's report; Old business; Nomination and election of Officers and Directors; New business.

3.07 All elected officers and Board Directors should attend.

3.08 All members are urged to attend.

3.09 An agenda of any Annual Meeting or any Special Meeting shall be mailed to all members in good standing at least 15 days before the date of the meeting.

3.10 *Board Meetings*

3.10.01 Chairman of the Board calls the meetings not less than once per calendar quarter.

3.10.02 Majority of the quorum vote will hold unless specifically addressed in Bylaws.

3.11 *Committee Meetings*

3.11.01 Committee chairperson calls the meeting; there is no limit to the number of meetings that may be held by a committee.

3.11.02 All committee votes shall be decided by a simple majority.

3.11.03 Progress reports shall be conveyed to the President.

3.11.04 Final reports shall be presented to the Board of Directors.

ARTICLE IV –ELECTIONS

4.00 Elections are by closed ballot.

4.01 Election committee shall nominate at least two (2) members, in good standing, for the position of President. For all remaining positions, the Elections Committee shall nominate, if possible, at least two (2) members in good standing.

4.02 To be nominated for a position on the Board of Directors, one must have been an active member of TAASA in good standing for at least 1 year prior to the election, unless waived by the standing Board of Directors.

4.03 To be eligible to vote in board member elections, general assemblies or annual meetings, one must have been an active member in good standing of TAASA for at least six (6) months prior to the election. The term "Active member in good standing" is defined as a member who has: (1) applied for membership and was accepted by

the Board of Directors, (2) has paid current membership dues in accordance with paragraph 1.10, Article I, and (3) has participated in at least some TAASA events in the previous year.

4.04 After collecting ballots, Election Committee shall count the votes. The new Officers and Directors will be presented to the General Assembly by the Election Committee.

ARTICLE V – OFFICERS

5.00 *Numbers and Titles.* The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer elected by the General Assembly for a term of two years and for a maximum of two terms.

5.10 *Duties of the President.* The President shall be the Chief Executive Officer of the Corporation and shall have general supervision, direction, and control of the business and Officers of the Corporation, and shall have general powers and duties of management usually vested in the office of the President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or Bylaws. Within this authority, and in the course of his duties, the President shall:

5.10.01 *Conduct Meetings.* The President shall preside at all meetings of the members, and at all meetings of the Board of Directors, and shall be an ex-officio member of all the standing committees;

5.10.02 *Execute Instruments.* Execute in the name of the Corporation deeds, conveyances, notices, leases, checks, drafts, bills of exchange, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing.

5.20 *Duties of the Vice President.* In the absence or disability of the President, the Vice President shall perform all the duties of the President which may be so specifically authorized, and when so acting shall have such powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him/her respectively by the Board of Directors or the Bylaws.

Furthermore, it shall be the duty of the Vice President to select speakers for the meetings of the membership and to coordinate seminars and to make all arrangements necessary to conduct special events. Additionally it shall be the duty of the Vice President to secure a meeting place for the meeting.

5.30 *Duties of the Secretary.* The Secretary shall:

5.30.01 *Sign All Official Corporate Documents.* Sign, with the president or the Vice President, all official documents of the Corporation

5.30.02 *Attest Bylaws.* Attest and keep the original or a copy of its Bylaws as amended or otherwise altered to date.

5.30.03 *Minutes of the Meetings.* Keep a book of minutes of all meetings of its Directors and members, executive committee, if any, and other committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

5.30.04 *Notices.* See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. In case of the absence or disability of the Secretary, or refusal to or neglect to act, notice may be given and served by any other member of the Board of Directors.

5.30.05 *Custodian of Records.* Be custodian of the records of the Corporation.

5.30.06 *Reports and Statements.* See that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed.

5.30.07 *Exhibit Records.* Exhibit at all reasonable times to any Director, on application, or on written demand stating the purpose thereof of any person who has been a member of record for at least six (6) months immediately preceding his demand, upon application, the Bylaws, the membership register, and minutes of the proceedings of the members and Directors of the Corporation.

5.30.08 *Other Duties.* In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

5.30.09 *Absence of the Secretary.* In case of the absence, refusal, neglect to act or disability of the Secretary, any person so authorized by the President or Vice President or by the Board of Directors may perform the functions of the Secretary.

5.40 *Duties of the Treasurer.* The Treasurer shall:

5.41.01 *Funds – Custody and Deposit.* Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

5.41.02 *Funds – Receipts.* Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

5.41.03 *Funds – Disbursements.* Disburse or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, with authorization from at least one other officer of the Board.

5.41.04 *Maintain Accounts.* Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions including account of its assets, liabilities, receipts, disbursements, gains and losses.

5.41.05 *Exhibit Records.* Exhibit at all reasonable times the books of account and records to any Director on application, or to any person who has been a member of record for at least six (6) months immediately preceding the written demand stating the purpose thereof, during business hours at the office of the Corporation where such books and records are kept.

5.41.06 *Reports to the President and Directors.* Render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

5.41.07 *Financial Report to Members.* Prepare or cause to be prepared, and certify, that to the best of his/her belief such reports are true and correct, the financial statements to be included in the annual report to members.

5.41.08 *Other Duties.* In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

5.41.09 *Tax Returns.* The Treasurer shall prepare, or cause to be prepared, and file with the necessary authorities, all tax returns and request for information from all taxing authorities.

5.41.10 *Absence of the Treasurer.* In case of the absence, refusal or neglect to act or disability of the Treasurer, any person so authorized by the President, or Vice President or by the Board of Directors may perform the functions of the Treasurer.

5.50 *Removal.* Any officer elected or appointed by the membership may be removed by the membership only with good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

5.60 *Vacancies.* A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term until the next election.

5.70 *Subordinate Officers.* The Board of Directors may appoint such other officers or agents as the business of the corporation may require, each of whom shall hold office for such period, having such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may determine from time to time.

The Board of Directors may delegate to any officer or committee the power to appoint any such subordinate officer, committees or agents, and to specify their duties.

ARTICLE VI – BOARD OF DIRECTORS

6.00 *Directors Defined.* “Directors,” when used in relation to any power or duty requiring collective action, means the “Board of Directors.”

6.10 *Powers.* The business and affairs of the Corporation and all Corporate powers shall be exercised by, or under the authority of, the Board of Directors, which, subject to the limitation contained therein, shall have all of the powers granted by the Texas Non-Profit Corporation Act. The powers of the Board of Directors shall be further limited by the Articles of Incorporation, or these Bylaws as to action which requires authorization or approval by the members.

6.20 *Number of Directors.* The number of Directors shall be nine (9). Directors shall be members of the Corporation. The President, Vice President, Secretary, and Treasurer shall be Directors by virtue of the office they hold, the past President by virtue of the office he/she held, if fulfilled a full term, or if unable, the previous Vice President, and additional elected Directors to make nine (9) Directors.

6.30 *Nomination of Directors.* At any meeting at which the election of a Director occurs, a member in good standing or Director may nominate a person with the second of any other voting member in good standing or Director. In addition to nominations made at meetings, a nominating committee, if such a committee has been duly appointed by the Directors, shall consider possible nominees and make nominations for each election of Directors.

6.40 *Election and Term of Directors.* A person who meets the qualification requirements to be a director, and who has been duly nominated may be elected as a Director. Directors shall be elected by the vote of the membership of the Corporation. Each Director shall hold office until a successor is elected and qualified. Directors are elected by the General Assembly, except for past presidents, for a term of two years for a maximum of two consecutive terms at a time.

6.50 *Vacancies.* Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A vacancy is filled by an affirmative vote of a majority of the Directors at a duly constituted meeting.

6.60 *Quorum.* A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

6.70 *Duties of Directors and Actions of Board of Directors.* Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be lawful and in the best interests of the Corporation. In all instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation’s best interests or would be unlawful. A Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. A Director may not vote by proxy.

6.80 *Compensation.* Directors shall not receive salaries for their services. A Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the services performed and reasonable in amount.

6.90 *Removal of Directors.* The general membership may vote to remove a Director at any time with good cause. Good cause for removal of a Director shall include, but is not limited to, the unexcused failure to attend three (3) consecutive meetings of the Board of Directors. A meeting to consider the removal of a Director may be called following the procedures provided in the Bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda. A director may be removed by the affirmative vote of fifty percent (50%) of the members.

ARTICLE VII – COMMITTEES

7.00 The Board shall form committees and appoint committee chairpersons.

7.01 Any member may volunteer for participation in one or more committees.

7.02 Committee programs are subject to the judgment and approval of the Board of Directors.

7.03 *Removal of Committee Chairpersons.* The President shall ask for a committee chairperson's resignation if the performance is not satisfactory. The forced resignation of the Chairperson in question will require the approval of the Board of Directors.

7.04 *Removal of a Committee Member.* The Committee Chairperson shall ask the committee member to resign if the performance is not satisfactory. The forced resignation of the committee member in question will require the approval of the President.

7.10 ELECTION COMMITTEE. Shall be a standing committee. The Election Committee is responsible for conducting the election of officers and board members.

7.20 EVENTS COMMITTEE. Shall be a standing committee to organize and plan all TAASA events with assistance and cooperation of members and friends.

ARTICLE VIII – TRANSACTIONS OF THE CORPORATION

8.01 The fiscal year of the Corporation shall be the same as the calendar year.

8.02 *Contracts.* The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number or type of possible contract or instrument or both.

8.03 *Deposits.* All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selected.

8.04 *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

8.05 *Potential Conflicts of Interest.* The Corporation shall not make any loan to a Director or officer of the Corporation. A member, Director, officer or committee member of the Corporation may lend money to and otherwise transact business with the corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating

to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from, or otherwise transact business with a member, Director, officer or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Director, officer or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

8.06 *Prohibited Acts.* As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no member, director, officer, or committee member of the Corporation shall:

8.06.01 Do any act in violation of the Bylaws or a binding obligation of the Corporation.

8.06.02 Do any act with the intention of harming the Corporation or any of its operations.

8.06.03 Receive an improper personal benefit from the operation of the Corporation.

8.06.04 Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

8.06.05 Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

8.06.06 Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

8.06.07 Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community, to any person not authorized to receive it.

ARTICLE IX – INDEMNIFICATION

9.01 *When Indemnification is Required, Permitted, and Prohibited.*

9.01.01 The Corporation shall indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as Director, officer, or representative. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

9.01.02 The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

9.01.03 The Corporation shall pay or reimburse expenses incurred by a Director, officer, member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

9.01.04 In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the term of paragraph 9.01 above.

9.01.05 Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in any proceeding brought by the Corporation or one or more members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

9.01.06 If the Corporation indemnifies a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.02 *Procedures Relating to Indemnification Payments*

9.02.01 Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 9.02.03, below. The Corporation may make these determinations and decisions by any one of the following procedures:

(a) Majority vote of a quorum of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(b) If such quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(c) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 9.02.01(a) or 9.02.01(b), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

(d) Majority vote of members, excluding Directors who are named defendants or respondents in the proceeding.

9.02.02 The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal Counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 9.02.01(c) above, governing the selection of special legal Counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

9.02.03 The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 9.02.01, above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

9.02.04 Any indemnification or advance of expenses shall be reported in writing to the members of the Corporation. The report shall be made with or before the notice or waiver of notices of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE X – AMENDMENTS TO BYLAWS

10.01 The Bylaws shall be effective after approval by the General Assembly. Approval is acceptance by a three-fourths majority of the members in good standing.

10.02 After acceptance, any proposition to amend the Bylaws in part or whole, shall be made in writing to the Board. Any five (5) members in consensus may make a written request for an amendment.

10.03 All proposed amendments will be announced in the agenda for the General Assembly and voted on at the General Assembly. An amendment to the Bylaws will be accepted after a three-fourths majority vote of those attending. An amendment becomes final if accepted at the General Assembly.

10.04 If a proposed amendment fails the first time at the General Assembly meeting, it may be brought before the General Assembly a second time. If at the second meeting there is not a three-fourths majority of those attending for acceptance, the amendment will die and may not be brought before the Board or General Assembly for at least one (1) year from that time.

THE AMENDED BYLAWS DOCUMENT SHOWN IN ITS ENTIRETY ABOVE WAS REVIEWED AND ACCEPTED BY UNANIMOUS VOTE OF THE MEMBERSHIP ON THIS 30TH DAY OF JANUARY 2011 AT THE DULY CALLED GENERAL ASSEMBLY MEETING OF THE TURKISH AMERICAN ASSOCIATION OF SAN ANTONIO, AT WHICH MEETING QUORUM WAS PRESENT.

ATTEST: 
SECRETARY, GÜLNÜR REINHART

ATTEST: 
PRESIDENT, BAHAR PERRY