TIGRIANS MUTUAL ASSISTANCE ASSOCIATION BYLAWS

PREAMBLE:

We members of the Tigray community who reside in the Dallas-Fortworth Metropolitan area have formed a self-help association known as Tigrians Mutual Assistance Association (TMAA) whose prime purpose is first and foremost to assist its members in any life events. Its humanitarian service can also be extended to people of Tigray origin who live in this region when or if they are confronted with hardship of whatever form it might be as far as its capacity allows.

Article 1: Name

The name of this organization is TIGRIANS MUTUAL ASSISTANCE ASSOCIATION of Dallas (hereafter referred to as TMAA)

Article 2: Registered office and registered agent

2.1. The organization shall have a registered office and registered agent in the state of Texas, as required by the Texas Nonprofit Corporation Act.

2.2. The principal office of TMAA shall be located in the Dallas-Fort Worth (DFW) metropolitan area in the state of Texas.

2.3. The registered agent shall be the Chairman or the Secretary of the Board of Directors of TMAA authorized to transact business in the state as required by the state of Texas Nonprofit Corporation Act.

Article 3: Vision, Mission and Objectives

3.1. **Vision**: To create a united and self-reliant Tigrian community in the DFW Metroplex that promotes the best of Tigrian cultures and progressive values.

3.2. **Mission**: To create a united and strong Tigrian community in DFW by working together for an improved quality of life through development and promotion of cultural, social, economic and educational programs and services to meet the needs of the community.

3.3. **Objectives**: TMAA is a non-profit charitable association organized exclusively for the purposes set forth in Section 501 (c) (3) of the United States Internal Revenue

Code and the Texas Nonprofit Corporation Act. As such, the overall objectives of the association shall be:

3.3.1. To provide financial assistance for funeral services (hereafter referred to as “death benefit”) to members in the following manner:

3.3.1.1 Upon the death of a TMAA member in good standing, TMAA shall give $16,000.00 to the closest kin by way of assistance for funeral services; Their children under the age of 23 years of age are covered under the parents’ benefit.

3.3.1.2 Toward the death benefit, each family, TMAA members, will be obligated to contribute $120.00 annually to be paid in full by March 31st. Any new member is required to pay the $120.00 in full upon registration. The contribution will be deposited in a separate bank account intended for this purpose only.

3.3.3. TMAA, its capacity permitting, will provide assistance to members and non-members of the Tigrian community in DFW in areas of employment, job training, immigration, health care, and other needs.

3.3.4. TMAA will assist Tigrayan youth in making them familiarize themselves with the Tigrayan culture and history to enable them to be productive citizens.

Article 4: Membership Rights and Responsibilities

4.1. The Tigrayan Mutual Assistance Association of Dallas is a member based association.

4.2. Membership shall be open to all Tigrians who agree to be governed by the bylaws of the association.

4.2.1 In order to join TMAA, members must complete a membership application form including a payment of $120.00 annually for singles and $180.00 for a married couple. If new members join TMAA in months other than January, they will be required to pay only the difference until the end of the year. Besides, there is an additional one time registration fee of $100.00 which should be paid upon registration.

4.2.1 (a) Any full time college student who wishes to join TMAA will receive a 50% discount for registration and all other applicable fees.

4.2.1 (b) A needy family who wishes to join TMAA or a current member but has no financial ability to pay the requisite fees will be determined by the board of officers on a case by case basis.

4.2.1 (c) Membership renewal fees shall be paid in full during the first three (Jan, Feb, Mar) months of the calendar year.

4.2.1 (d) Members who fail to pay their membership renewal fees by March 31st will automatically lose membership as well as benefits;

4.2.2. If a former TMAA member wants to return to the Association within 12 months of separation he or she will not be required to pay registration fee. However, if separation lasted longer than 12 months, the returnee will be considered a new member and their payment would be that of a new member.

4.3. A Member of the Association shall have the right to vote and the obligation to attend meetings called by the officers of the Association.

4.4. A Member of the Association will be governed by the decisions made by a majority vote and the Board of officers.

4.5. A Member may quit membership by notifying the chairman or secretary of the association.

4.6. All membership rights and benefits will cease on the date termination becomes effective.

Article 5: Management

5.1. The management of the affairs of the organization is to be vested in its Board. TMAA Board shall supervise and control the business, property, and affairs of the organization based on the Bylaws of the Association.

5.2. The TMAA Board is composed of Board Chairman, Vice Chairman, Secretary, Treasurer, Accountant, Public Relations and Social Affairs Officer.

5.3. The members of the Board shall be elected by the General Assembly at an annual meeting of all TMAA members. Board members shall serve staggered terms to avoid the probability of complete board turnover in a given year.

5.4. Any individual member of TMAA must have been a member in good standing for the last 12 months prior to running for an elective office.

5.5. A member of the Board shall serve for a term of two years. However, a Board Member will not be allowed to serve for more than two consecutive terms.

5.6. Married couples and/or siblings shall not serve as members of the Board at the same time.

5.7. Any officer may resign at any time by giving written notice to the chairman of the Board. Such resignation is effective immediately, if no time is specified in the resignation letter.

5.8. A Board member may be removed from his/her position by two-thirds vote of the Board at a Board Meeting.

5.9. Vacancies shall be filled by majority vote of TMAA members for the remaining term.

Article 6: Duties and Responsibilities of the Officers

6.1 Board Chairperson :

6.1.1. The Chairperson shall give active direction and exercise oversight pertaining to all affairs of the TMAA.

6.1.2. The chairperson shall conduct meetings in a manner that is orderly and disciplined in conformity to parliamentary rules and procedures.

6.1.3. He or she may sign contracts or other agreements, which the officers have authorized to be executed.

6.1.4. The Chairperson shall perform all duties incidental to the office as prescribed by the officers and these bylaws.

6.2. Vice Chairperson :

6.2.1. The Vice Chairperson shall assist the Chairperson of the office.

6.2.2. The Vice Chairperson shall serve as the presiding officer in the absence of the Chairperson

6.2.3 The Vice Chairperson will be delegated to handle the “death benefit” of TMAA.

6.3. Secretary :

6.3.1. The Secretary shall maintain an up-to-date record of TMMA members, which must include members' name and residential address.

6.3.2. The Secretary shall be responsible for the dissemination of all official communications of TMAA.

6.3.3. The Secretary shall keep minutes of TMAA meetings.

6.3.4. The Secretary is designated as the custodian of TMAA's documents and properties at a place determined by the secretary.

6.4. Treasurer :

6.4.1. The Treasurer shall collect any payments and issue receipts, and deposit the money in TMAA's bank accounts. The Treasurer shall keep all bank deposit and withdrawal documents.

6.4.2. The Treasurer shall report monthly to TMAA officers on financial matters. The Treasurer shall also report on financial matters quarterly to all TMAA members.

6.4.3. The Treasurer shall make bill payments and all other expenditures authorized by the officers.

6.4.4. The Treasurer shall keep financial records which must be reconciled with that of the Accountant periodically.

6.4.5. The Treasurer performs all the duties incident to the office of Treasurer and other duties that may be assigned to him or her by the officers.

6.4.6 The Treasurer will be a custodian of TMAA's checks. The checks and other financial transactions will be signed off by the Chairperson and dispensed by the Treasurer. However, the Officers can decide on the amount of petty cash which can be signed off by the Treasurer for specific projects.

6.5. Accountant :

6.5.1. The Accountant will have access to all financial records, bank statements and other related financial transactions of the Association.

6.5.2. The Accountant is responsible for providing pertinent financial information to the officers by recording, classifying, summarizing and interpreting available financial data.

6.5.3. The Accountant shall submit quarterly financial reports to the officers; and yearly to internal or external auditors and the General Assembly of TMAA.

6.6. Public Relations and Social Affairs Officers:

6.6.1. The Social Affairs Officer provides advice and guidance to the Board on community activities.

6.6.2. The Public Relations Officer implements the essential functions of PR that includes research, planning, communication and evaluation of the objectives and performance of the duties assigned.

6.6.3. Both Officers should actively work and engage with other community organizations such as church, sports teams, local businesses.

Article 7. Meetings of the Officers

7.1. A regular monthly meeting of the Officers shall be held at a time, place, and upon a purpose as determined by the Officers.

7.2. Special meetings of the Officers may be called at the discretion of the chair or by a majority of the voting Officers to be held at a time and place as determined in the notice of the meeting.

7.3. Notice of the time and place of any meeting of the Officers shall be announced at least seven days in advance and its purpose shall also be stated. Officers who are unable to attend the meeting must inform the chairperson at least a day in advance.

7.4. A majority of the Officers currently in office shall constitute a quorum to conduct any meeting.

7.5. Decision shall be reached by simple majority vote of the Officers present at the meeting. Voting by proxy shall not be permitted.

7.6. Any Officer may participate in a meeting virtually or in person.

Article 8. General Meetings

8.1 The meetings of all members shall be held at a location in the Dallas metropolitan area to be decided by TMAA Officers.

8.2. At any meeting of the association, each member present in person is entitled to one vote. Voting by proxy shall be permitted. A majority of all members shall constitute a quorum to conduct a meeting.

8.3 Annual Meetings

8.3.1. The meeting shall be conducted on the last Saturday of March of each year unless otherwise specified.

8.3.2. The Officers will present an annual report and discuss relevant community issues with all members.

8.3.3. The TMAA Officers shall be elected at the annual meeting by a majority vote.

8.4. Other Meetings

8.4.1 Special or emergent meetings of TMAA members may be called by the majority of the voting Officers.

8.4.2. The notice for any such meetings shall state the agenda and the time. Such notices shall be announced within 1-7 days depending on the urgency.

Article 9. Membership Fees, Dues and Payments

9.1. TMAA Officers may determine registration fees, annual membership fees and dues at an annual or special meeting.

9.2. TMAA Officers shall not receive any remuneration for services rendered to TMAA.

9.3. TMAA Officers shall have the power in their discretion to contract for and to pay for services that members will not render freely.

Article 10. Removal of members and Officers

10.1. Any member may be removed from membership of the Association by a vote of two-thirds (⅔) of TMAA members who attended a meeting, for any conduct detrimental to the vision and mission of the Association .

10.2. Any officer may be removed from the office by the vote of two-thirds (⅔) of all the TMAA Officers. However, the officer has a right to appeal to the entire TMAA members.

Article 11. Compensations

11.1. No part of the Association’s income shall be used to the benefit of its members, trustees, officers, or other private persons.

11.2. The Association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in furtherance of the TMAA's purposes.

Article 12. Conflicts of Interest

12.1. "Conflict of interest" as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which an officer has a direct or indirect personal interest, or any transaction in which an officer is unable to exercise impartial judgment or otherwise act in the best interests of the Association.

12.2. In the event any officer has a conflict of interest that might properly limit such an officer's fair and impartial judgment in Officers deliberations or decisions, such officer shall inform the Officers as to the circumstances of such conflict.

12.3. No officer shall cast a vote, nor take part in the final deliberation of any matter in which the officer or a member of his or her family is involved.

Article 13. Indemnification

13.1 The Association shall indemnify an officer 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 Association.

13.2 The Association shall indemnify an officer only if he or she acted in good faith and reasonably believed that the conduct was in the Association's best interests.

13.3. Before the final disposition of a proceeding, the Association may pay indemnification expenses approved by the discretionary decision of TMAA officers.

Article 14. Political and Religious Activities

14.1. The Association shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

14.2. TMAA shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office notwithstanding any other provision of these articles. No substantial part of the activities of TMAA shall be used to influence any political, religious; and local, state or federal legislative activities.

Article 15. Dissolution of TMAA

15.1. TMAA can and will be dissolved if the objectives of its creation are believed to have sun setted.

15.2 TMAA can and will be dissolved in the event that it is impossible to raise funds to sustain itself.

15.3 TMAA might be forced to dissolve itself if and when financial and/or administrative mismanagements make the operation of the association inconsistent with it's objectives, and it becomes impossible to rectify.

15.4 A decision to dissolve TMAA will be made by a 2/3 vote of the members at a special meeting called for this agenda. Generally the board first must approve the resolution and then submit it to the members. The members then meet and vote to approve the dissolution.

15.5 Once the decision has been made to dissolve TMAA, it must stop transacting business, except to wind down its activities in a period of three months.

15.6 The assets of TMAA as a nonprofit can only be used for exempt purposes only. This means that assets will not go to the board of TMAA officers or distributed to members of the Association.

15.7 Since federal law requires TMAA as a charitable nonprofit organization in the event of dissolution to distribute its remaining assets ONLY to another tax-exempt organization (see Schedule N of the IRS 990) with similar purposes.

15.8 In accordance to article 15.7, TMAA officers and members will decide upon the dissolution process to identify other nonprofit(s) associations of Tigrayans in the United States and give the remaining assets to one or more associations.

15.9 TMAA will need to provide a certified copy of its articles of dissolution resolutions and along with its Form 990 or 990-EZ. TMAA board of officers may also need to provide other documentation requested in Schedule N.

Article 16. Approvals and Amendments

16.1. This Bylaws is effective immediately after it has been ratified by two-thirds votes of the members at a special meeting called for this agenda.

16.2 This Bylaws is subject to amendment; and it must pass by two-thirds votes of all members in good standing to be effective;