
AMENDMENT OF CONSTITUTION AND BYLAWS

OF THE

ATASC SAN DIEGO



A Chapter of the Association of Turkish Americans of
Southern California, a California Nonprofit
Public Benefit Corporation

a. ATASC San Diego is a non-profit organization that is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code

b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code

c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

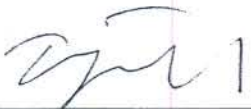
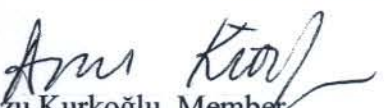
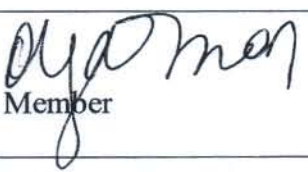

**PURPOSE, ACTIVITIES, AND SOURCES OF INCOME
FOR ATASC-SD**

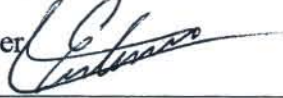


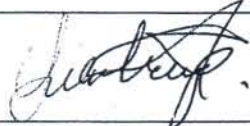
PURPOSE: ATASC-SD is a non-profit, cultural, educational, social, and charitable organization. We function as a regional chapter of the central organization, ATASC.

ACTIVITIES: ATASC-SD sponsors cultural, social, and educational events for the greater San Diego community, including exhibits, movie events, social gatherings, folk dancing shows, and joint events with other multicultural organizations. We also provide seminars on a variety of topics to provide educational and informative presentations about the Turkish culture and customs. These meetings are intended to promote a better understanding between the peoples of the United States and Turkey.

SOURCES OF INCOME: The primary source of income is membership dues from its members. In addition, at some of the events, tickets may be sold to offset the cost of an event. Members are also solicited for donations for specific cultural activities and charities.

BOARD OF DIRECTORS 2005-2006:

Tugrul Sengul, President 	Date 03/12/05
 Arzu Kurkoğlu, Member	Date 03/12/05
 Olga Turan, Member	Date 3/12/05
 Özlem Erol, Member	Date 4/03/05

Erhan Ercan, Member 	Date 3/12/2005
Gokhan Gulec, Member 	Date 3/12/2005
Mehmet Omerbeyoglu, Member 	Date 4/30/2005
Emrah Yolcuoğlu, Member 	Date 5/5/2005

MEMORANDUM OF UNDERSTANDING

This memorandum of Understanding (MOU) is entered into on third day of March 2001, between American Turkish Association of Southern California (ATA-SC) and American Turkish Association of Southern California San Diego Chapter (ATASC-SD). ATA-SC is hereby designated as the "Parent" organization and ATASC-SD as the "Chapter" (collectively, the "Parties").

The purpose of this MOU is to set forth the Parties' understanding regarding their formational, reporting and working relationship. ATA-SC, as the parent organization, shall extend all rights and privileges of its membership to ATASC-SD and its members. ATASC-SD, as the Chapter, shall operate within the rules set by the Parent organization. The two organizations shall work for the goals as articulated in the Articles of Incorporation and the Bylaws of ATA-SC. Both organizations shall follow the ATA-SC Policies and Procedures Manual.

In furtherance of their goals, the Parties agree as follows:

1. The Board of Directors of ATA-SC shall comprise of Directors in proportion to the number of members in each organization. That is number of Directors representing ATASC-SD shall be same percentage as the percentage of San Diego Chapter membership to total ATA-SC membership.
2. ATA-SC Board of Directors shall be elected in accordance with its Bylaws. In this election, the nominations by ATASC-SD shall be considered at least to the extent specified in Article 1.
3. When vacancies occur in the ATA-SC Board of Directors, the replacement Director shall be elected from the appropriate organization.
4. ATASC-SD shall elect their own officers by the rules and procedures adopted by ATASC-SD.
5. ATASC-SD shall establish its own operational rules and procedures (e.g., meetings, membership qualifications, etc.) provided that such rules and procedures are not in contrast to the goals rules and procedures promulgated by ATA-SC.
6. Notwithstanding Article 5, ATASC-SD shall adopt the same membership categories and the corresponding membership dues as the parent organization.
7. ATASC-SD shall have its own bank account. It shall collect the membership dues from its members. It shall keep its own books, have custody of the Chapter funds and securities and shall keep full and accurate accounts of all receipts and disbursements.
8. ATASC-SD shall manage its financial affairs in a responsible fashion. It shall not be indebted an amount greater than the reserves in the accounts of its treasury, without the written consent of the ATA-SC Board of Directors.
9. ATASC-SD shall forward **35%** of the membership fees to ATA-SC as their share of the cost of operations of the parent organization. ATASC-SD shall have full charge of the remaining membership fees and any other funds collected through various activities.

10. As part of the service received, ATASC-SD is entitled to publish material in the ATA-SC official magazine, NewsBridge. The number of pages provided to ATASC-SD shall be in proportion to the number of members on the two organizations. ATASC-SD shall abide by the rules governing the publication of the periodical.
11. ATASC-SD Treasurer shall work together with the ATA-SC Treasurer in keeping the books, having the records reviewed, and in preparing the periodic statements. ATASC-SD financial statements shall be integrated into the ATA-SC financial statements at the end of each year for independent review by a certified accountant.
12. a) If ATASC-SD Chapter is dissolved for any reason, all its assets shall irrevocably revert to ATASC-SD and its members.
b) If ATASC-SD decides to form its own entity in San Diego, all its assets shall be kept at ATASC-SD. ATA-SC will have no rights over the assets other than the percentage of membership fees mentioned in article 9 of this document.
13. This MOU shall terminate upon the occurrence of any of the following and the Parties shall have no continuing obligation to each other after the termination. Termination shall be deemed completed one week after the notice of such a decision is given to the other Party.
 - 13.1. A resolution by the ATA-SC Board of Directors,
 - 13.2. A decision by the ATASC-SD management in accordance with their internal rules,
14. This agreement constitutes the entire understanding and agreement between the Parties with respect to the subject matter hereof and supersedes all prior agreements, oral or written. It shall not be modified, except in writing, executed by both Parties. The validity, construction, scope, and performance of this agreement shall be governed by the laws of the State of California.

ATASC
Chairman of the Board, ATA-SC

ATASC-SD Founding Members
All our names will be listed here and
we will all sign this agreement.

BYLAW OF AMERICAN TURKISH ASSOCIATION OF SOUTHERN CALIFORNIA SAN DIEGO CHAPTER

ARTICLE I

NAME

(1) The name of this non-profit organization shall be American Turkish Association Of Southern California, San Diego (ATASC-SD).

ARTICLE II

PURPOSE

(1) The purposes of this Association are as follows:

- (a) Present Turkish culture and promote a better understanding between the Turkish and American communities;
- (b) Create and maintain unity and solidarity within the Turkish community;
- (c) Organize social and educational activities and participate in other cultural events;
- (d) Inform its members and the public of relevant news events in the Turkish community and from Turkey;
- (e) Provide support to Turkish students and Turkish student organizations at the universities and colleges within the state of California on cultural activities; and
- (f) Initiate and/or participate in humanitarian activities.
- (g) Others.

ARTICLE III

MEMBERSHIP

(1) The membership of this Association shall consist of persons who have paid their membership dues.

(2) There shall be three (3) types of memberships:

- (a) Family Membership shall consist of two spouses, or one or two parents and their children less than 18 years of age. Their children over 18 years of age shall be considered as individual members if they pay membership dues. Each spouse/parent who is a member through Family Membership shall be entitled to one vote.

(b) Individual Membership shall include persons, 18 years of age or older.

(c) Student Membership shall include any student, 18 years of age or older, attending school within the state of California.

ARTICLE IV

MEMBERSHIP DUES

(1) The dues of the Association shall be fixed annually by the Executive Board.

(2) First membership dues for the first year of membership shall be paid upon joining the association in the first month of joining year, and shall be paid annually for every year of membership thereafter.

ARTICLE V

GENERAL ASSEMBLY

(1) The General Assembly, consisting of membership-at-large, is the ultimate decision-making body of the Association.

(2) Convening the General Assembly: The General Assembly meeting shall be open to all of the members of the Association, and each voting member shall be entitled to one vote and one proxy vote, if so authorized by their spouse or another member. The ordinary General Assembly shall convene annually in February. The Executive Board may postpone the ordinary General Assembly by up to one month provided there is a reasonable justification. The Executive Board shall attempt to notify every member via mail/e-mail a notice of the ordinary General Assembly meeting date, place and agenda at least two weeks in advance of such meeting.

Extraordinary General Assembly meetings may be convened by the Executive Board or upon the written request of a minimum of 10 (ten) percent of the members by applying to the Executive Board. In either case, the party requesting the meeting shall prepare the agenda. The Executive Board must convene the special meeting within 30 (thirty) days after the request. The Executive Board shall send out notification to members via mail/e-mail a notice of the extraordinary General Assembly meeting date, place and agenda at least two weeks in advance of such meeting.

A minimum of 15 (fifteen) percent of the members shall constitute a quorum. Decisions shall be approved by the vote of the majority of those members present. In the event that a quorum is not present at such meeting, the Executive Board shall achieve the purpose of the General Assembly by either convening a second meeting or through a mail-in ballot, the votes from which shall be collected/received and counted within 30 days after the first meeting. A quorum shall not be necessary for the second meeting and a decision may be approved by a vote of a majority of the members present.

ARTICLE VI

EXECUTIVE BOARD

(1) The Members of Executive Board

(a) The Executive Board of this Association shall consist of a President, Vice President, Secretary, Treasurer and Social Chairperson. The immediate past president of ATASC-San Diego shall be a non-voting member of the Executive Board.

(b) Executive Board Members shall be elected by the General Assembly. The term of office for Executive Board Members shall be two year, unless an extraordinary General Assembly is convened for a new election. The outgoing Executive Board shall continue with full responsibility until the new Executive Board is elected.

(2) Powers of the Executive Board:

Subject at all times to this Constitution, the Executive Board shall have the power to do and perform every act which it shall deem necessary to carry out the purposes of the Association, as listed herein, including but not limited to determine the membership dues, to establish, guide and dissolve committees to carry out specific duties and projects. The Executive Board shall form special purpose committees to carry out the purposes and activities of the Association.

(3) Duties of the Executive Board Members:

(a) President shall be the spokesperson of the Executive Board, explaining decisions, scheduling and chairing regular Executive Board meetings, and calling special meetings as necessary, provided that the President gives a minimum of one-week notice to the other Executive Board members. The President shall generally supervise and manage the business affairs of the Association.

(b) Vice President shall preside over Executive Board meetings whenever the President is unable to do so. In the absence of the President, the Vice-President shall perform the duties of the President and shall be responsible for the communication between and among ARASC-SD committees. In addition, the Vice-President shall assist the President in carrying out his/her duties.

(c) Secretary shall keep the minutes of all meetings in ATASC-SD registry, shall maintain the official correspondence of the Association, and perform all such other duties as may be required of him/her by the Executive Board.

(d) Treasurer shall keep records of all financial transactions of the Association, and make regular financial reports to the Executive Board and to the Auditor. The Treasurer shall prepare the yearly budget for the Executive Boards review and approval. The approved financial reports and yearly budgets shall be kept in the Registry as official records. The

Treasurer shall make the financial records of the Association available to the membership for review.

(e) Social Chairperson shall coordinate all social functions and events with the Executive Board, organize committees for those activities, and perform all such other duties as may be required of him/her by the Executive Board.

(4) Executive Board Meetings: The Executive Board shall hold official meetings at least twelve times per year, preferably once every month. The presence of three Executive Board members shall constitute a quorum. All resolutions shall be approved by majority vote. In the event of a tie, the President's vote shall count as two votes. The minutes of each meeting including the resolutions shall be kept as official records of the Association.

Any Executive Board member, who misses three consecutive meetings, without a compelling excuse, shall be considered to have resigned.

Past presidents of the Association, the representatives from student Association's in the University of California San Diego and San Diego State University, and other members of the Association may observe the Executive Board meetings by making arrangements through an Executive Board member. However, these members shall not be entitled to vote for Executive Board decisions.

ARTICLE VII

ADVISORY BOARD

(1) Advisory Board members shall consist of past board members of ATASC-San Diego.

(2) The main purpose of the Advisory Board is to have a platform where the experiences of the past board members can be cultivated and made available to the Executive Board.

ARTICLE VIII

AUDITOR

(1) A member of the Association shall be elected as Auditor as described herein. The duties of the Auditor shall be to audit the financial records of the Association on behalf of the Association members at any time if there is a member request. The Auditor shall report his/her findings to the Executive Board quarterly and provide an updated written report at the General Assembly before the general elections. The Auditor shall be independent and shall have a right to attend the Executive Board meetings, but is not entitled to vote. In case the Auditor resigns, the person with the second most number of votes for the Auditor shall be asked to assume the position.

ARTICLE IX

ELECTIONS

(1) Elections of the Executive Board shall be held during the ordinary General Assembly in February. In the event that any Executive Board Members resign before completing their full term in office, elections may be held in an extraordinary General Assembly.

(2) The Executive Board shall start the election process two to three months prior to the actual elections by actively soliciting nominations for the election with the aim of finding the candidates and publishing their qualification statements via mail/e-mail before the elections.

(3) General Assembly-Elections:

(a) At the General Assembly, the President of the Association shall open the meeting and, if a quorum is present in accordance with Article V (2) herein, the President shall request nominations from the floor for a three-member General Assembly Election Board, who shall then preside over the meeting. The Election Board members elect or identify among themselves the Chairperson of the Election Board. The other two members of the Election Board shall assist the Chairperson and record the proceedings. The Board's ultimate purpose is to complete the elections during that General Assembly.

(b) The Chairperson of the Election Board shall conduct the meeting in accordance with the ATASC-San Diego constitution and prepare the agenda for this meeting. The agenda shall include but is not confined to the discussions of the activity report of the Executive Board and the Auditor's financial report, resignation of the current (outgoing) Executive Board Members and the Auditor, election of the new Executive Board and the Auditor, miscellaneous business, and member's suggestions. The agenda shall also include a vote to absolve the Executive Board Members for ATASC-San Diego/the Association's financial accounts for the duration of their last term in office. Votes shall be cast by the General Assembly before the resignation of the outgoing Executive Board. The outgoing Executive Board Members cannot participate in the vote to absolve themselves. The General Assembly may make additions to the agenda of the meeting, provided there is a vote of at least one-fourth of members present to add an item to the agenda.

(4) If the General Assembly does not absolve the outgoing Executive Board, the General Assembly may vote to censure such Members and such Executive Board Members may never be re-elected to the Executive Board.

(5) The Chairperson of the Election Board shall request group (at least five, but not limited) nominations, from the members who are present or from members who accepted the nomination, for positions as Executive Board Members and Auditor. After all of the nominations are received (at least six for the Executive Board and at least two for the Auditor), members shall cast their votes, by listing a maximum of five names for the Executive Board and maximum one for the Auditor, by secret ballot. The votes shall be counted before the General Assembly, and the Election Board shall enter the results into the official records of the Association. The five nominees' group who receive the highest

number of votes shall become Members of the Executive Board. Amongst the remaining group, the two with the highest number of votes shall be considered as substitutes to the Executive Board. If a member of the Executive Board resigns or is unable to serve as a Member until the end of his/her term of office, the substitute with the most votes shall be asked to fill the vacancy.

(6) For a person to be nominated, he or she shall be a member in good standing for at least one year prior to the election or must be recommended by the Executive Board.

(7) Only the members who have paid their dues, in accordance with ARTICLE III (2) herein, are entitled to vote. Voting and nominations by written proxy shall be accepted for only one proxy for one attending member.

(8) The Executive Board shall be responsible to provide a copy of ATASC-San Diego's Constitution and a list of the members with dues paid to the General Assembly Election Board. Those who have paid their dues during the General Assembly Meeting shall be added to the membership list. Only the members on such list shall be eligible to be nominated, pursuant to ARTICLE IX (6) herein and to cast votes.

(9) In the event the quorum under ARTICLE V (2) herein is not present for the General Assembly, elections may be conducted either with a second meeting or with a mail-in/e-mail ballot the votes from which shall be collected/received and counted within 30 days after the first meeting. A quorum shall not be necessary for the second meeting and a decision may be approved by a vote of a majority of the members present.

In the event that mail-in/e-mail ballots are used, the returns shall be forwarded to the General Assembly Election Board Chairperson if he/she was elected in the first meeting, otherwise the returns shall be forwarded to the Executive Board for tally.

(10) During the first meeting after election, Executive Board Members shall elect the President and the remaining officers amongst themselves. The Executive Board shall have the power to re-elect the officers, including the President, at anytime with at least three or more votes. All five Executive Board members must be present in person for such a re-election.

ARTICLE X

RECORDS OF THE ASSOCIATION

(1) The Executive Board Members shall be responsible for keeping the following records of the Association, and turning such records over to the incoming Executive Board Member, along with the properties of the Association, at the end of the Members' term:

(a) Membership Register: The names and addresses of ATASC-San Diego/the Association's members, records of payment of dues and dates of payment, and meeting minutes which shall be recorded in the Membership Registry;

(b) Executive Board Records: The minutes of the Executive Board meetings and the resolutions, which shall be recorded by the Secretary of the Association and kept together in a printed version;

(c) Financial Records: The income, expenditures and yearly budget of the Association which shall be recorded by the Treasurer in an accounting book or database showing at all times the balance in the Association's bank account(s) and the cash at hand; and

(d) Property List: A list of all of the properties and belongings of the Association, which shall be kept as an official record by the President.

ARTICLE XI

PUBLICATION(S) OF THE ASSOCIATION

The Executive Board can publish newsletters or documents either directly or through a Publications Committee to be established for this purpose. The Chairperson of the Publications Committee shall be appointed by, and be responsible to, the Executive Board. The Chairperson of the Publications Committee shall have the title of Editor. The Executive Board shall provide additional guidance to the Editor upon the Editor's request. The Executive Board is the only entity to express ATASC-San Diego official point of view.

(1) The Editor shall recruit other members of the Committee. The Editor shall determine the contents of the newsletter using the following principles as guidelines:

(a) Truthfulness and clarity;

(b) Avoiding articles that conflict with the interests of the Republic of Turkey, the United States and/or the Association;

(c) Avoiding conveying ideological doctrines offensive to the sense of the community or which are divisive of the same;

(d) Conveying the national and moral values, culture and history of the Turkish people and the Republic of Turkey;

(e) Promoting balanced use of the Turkish and English languages; and

(f) Encouraging reader participation in the fine arts, cultural and sports activities.

ARTICLE XII

AMENDMENT OF THE CONSTITUTION

Members of the Executive Board shall vote on proposed amendments of this Constitution. In the event an amendment is passed by the approval of a two-thirds majority of the Executive Board Members in total, the Executive Board shall prepare a letter to all members stating the proposed amendment and asking for an affirmative or negative vote for the same. At least a three-fifths affirmative vote of those members responding by the announced deadline shall be required for final approval of the amendment.

IF CHANGES FROM THE 2004 COSTITUTION

The title is revised.

Article I-

Article II-

Article III-

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Others