

BY-LAWS

NEW ENGLAND FRIENDS OF BOSNIA AND HERZEGOVINA

ARTICLE I

Name

The name of the Organization is: New England Friends of Bosnia and Herzegovina (NEFBIH)

ARTICLE II

Purposes

NEFBIH is non-profit, exempt organization under Section 501(c)(3) of the Internal Revenue Code, organized exclusively for charitable and educational purposes, specifically to help members of the Bosnia-Herzegovinian (BiH) community adapt, integrate, progress and succeed in the United States by carrying out the following activities:

1. Organizing cultural, social, and academic activities to strengthen and maintain relationships among members of the BiH community, including recreational and athletic events.
2. Promote Bosnia-Herzegovinian culture and language through linguistic and educational programs for all ages, and also share and promote the culture and history of BiH to the American public.
3. Offer guidance to members of the BiH community in adapting to and succeeding in life in the United States, including professional networking and support and advice to students.
4. Organizing social events for humanitarian purposes to help people in BiH who are oppressed or discriminated against, or in need, so long as they meet our mission criteria.
5. Raising public awareness about discrimination and prejudice towards the people of BiH, including violations of human rights, ethnic cleansing and genocide.
6. Interacting and cooperating with other immigrant and minority communities in the United States.
7. Making distributions to other 501(c)(3) charitable organizations in furtherance of the above activities.

ARTICLE III

General

1. These Bylaws and the powers of the Organization and its Board of Directors, and all matters concerning the conduct and regulation of the business of the Organization shall be subject to the provisions set forth in the Articles of Organization. In the event of any conflict between the Articles of Organization and these Bylaws, the Articles of Organization shall control.
2. These By-Laws take effect, and may be amended or repealed, in whole or in part, upon acceptance by a 2/3rd majority of the Members present at the Annual Meeting or Special Meeting called for such purpose.
3. The fiscal year of the Organization shall commence on January 1 and end on December 31 of each year, unless otherwise determined by the Board of Directors, who shall, in such event, file a certificate with the Secretary of the Commonwealth.
4. The principal office of the Organization shall initially be at the place designated in the Articles of Organization. The Board of Directors may change the location, effective upon the filing of a certificate or annual report with the Office of the Secretary of State of the Commonwealth of Massachusetts. The Organization may establish and maintain offices in such other locations, as may be determined by the Board of Directors.
5. NEFBIH does not compensate Members, Directors or Officers, unless a right to receive compensation is expressly provided in a duly authorized written agreement with the Organization. None of the funds or assets of NEFBIH shall be available for private use, nor shared by any of the members, officers and directors of NEFBIH, except that duly authorized members, officers or directors may pay reasonable amounts for products and services rendered to promote the authorized activities of NEFBIH.
6. The following are authorized to sign official documents of the Organization: The President, the Secretary and the Treasurer. The Treasurer's authority is limited to documents relating to financial activities.

ARTICLE IV

Members and Meetings

1. Members are those persons whose membership fees are current, and they are entitled to vote at the Annual Meeting and other meetings of the Organization.
2. Membership in NEFBIH is open to all persons interested in the people and culture of BiH and who accept the Mission of the Organization.
3. Members shall hold an Annual Meeting once a year, within six weeks of the end of the fiscal year and upon one month's notice of the date, time and place of the meeting.
4. The President, or in the President's absence, one of the Directors, shall open the Annual Meeting and shall present the names of three persons selected by the Directors to preside over the Annual Meeting. The Members shall vote and the person receiving the most votes shall preside over the Annual Meeting.

5. At the Annual Meeting, Members shall make all decisions related to the plans and programs of the Organization, which shall be set forth in an Agenda prepared by the Board of Directors at their last meeting before the Annual Meeting. The Directors shall prepare the Agenda, based on suggestions by Members, advisors and sponsors, and report on the activities of the past year and the plan for the future.

6. At the Annual Meeting, Members shall elect an Oversight Committee, consisting of three Members, serving a term of four years. The Oversight Committee shall confirm the number of Members present, and after a presentation by the President, report on the Agenda in accordance with Article VII below.

7. A quorum for the Annual Meeting and other meetings shall be 1/3 of the total members present.

8. Members may hold special meetings on the request of 2/3 of the Board of Directors or 1/4 of the Members. The President shall provide thirty days advance notice of such meetings. Procedures for special meetings shall be the same as those followed at the Annual Meeting, set forth in Paragraphs 7, 9 and 10 herein.

9. Decisions taken at the Annual Meeting and other meetings shall be decided by either written ballot or by raising a hand, as determined by the Board in advance of the Annual Meeting, and shall become operative upon 2/3 vote of the Members present, so long as a quorum exists. Members may vote by proxy if they cannot attend a meeting by submitting their vote by mail or email at least 3 days before the meeting.

10. All ideas, suggestions, new projects, activities, that are proposed by the Board of Directors and accepted by the Members present, may be changed by a vote of a majority of the Members at a meeting called for such purpose.

11. During the course of the year the Directors or Members may wish to add additional activities consistent with the organization's purposes and within the budget. Such activities may be presented to the Board for approval at its next meeting.

12. The Secretary shall keep detailed minutes of the Annual Meeting and all other meetings, including, actions, identity and duties of those responsible for carrying out activities and meeting deadlines. If the Board of Directors agree, the Secretary may videotape all or part of the Annual Meeting or other meeting.

ARTICLE V

Board of Directors

1. The Board of Directors is the highest-ranking group of the Organization and the Board shall manage and direct all the policies and activities of the Organization. The Board has all the power and duties of boards of directors under Massachusetts law.

2. The Board shall be made up of 5, 7, 9, or 11 Members. The Members shall decide on the number of Directors at the Annual Meeting, who will be elected by majority vote of the Members.
3. Directors shall be elected for one period of two years, with the possibility of renewing their terms up to two times for a total of six years. If a Director who has completed three full consecutive terms takes a break from the Board for two years, such person is again eligible to be elected Director as if he or she had never been elected at its first meeting, and upon the end of each of their terms of office thereafter.
4. The Directors shall prioritize activities consistent with its purposes for the coming year and prepare a plan to present to the Members at the Annual Meeting.
5. The Board of Directors shall meet at least six times a year, provided however, that no more than two months shall elapse between meetings. At such meetings, the Secretary shall present a status report on the Organization's activities, and the Finance Director shall present a report of the financial activities and status for the previous month, and a financial forecast for the coming month.
6. A quorum for meetings of Directors shall be a majority of the Directors.
7. Decisions by the Board of Directors shall be by majority vote, and can be by "Aye" or a show of hands, unless otherwise stated.
8. Members may establish committees upon the suggestion of the Board of Directors. Each committee shall be chaired by one Director or one Member elected by the Directors. The Directors shall decide the number of members in participating in committees depending on the size and nature of the project or task.
9. Directors may designate certain persons or groups of persons as sponsors, benefactors, advisors, friends, or such other title as the Directors deem appropriate. Such persons shall serve in an honorary capacity, and unless the Directors deem otherwise, shall have no right to notice of a meeting or to vote at any meeting, nor shall they be counted to establish a quorum.
10. A Director may be removed from the Board before the end of his or her term if the other members of the Board believe sufficient grounds exist for such removal. Grounds include failure to perform his or her duties, failure to pay the membership fees, unexcused absences from Board meetings, obstructive behavior, illegal activity or undue interference with the operation of the organization, or similar grounds. The Board may remove such Board member with at least a 2/3 vote of the other members of the Board, which vote must be approved by the Oversight Committee. The removed Board member may appeal the removal at the next Annual Meeting, at which the removal may be reversed before the end of his or her term, such vacancy may be filled by a majority vote of the remaining Directors, which vote must be approved by the Oversight Committee. A successor Director shall complete the expired term of the vacancy until a vote can be taken at the next Annual Meeting pursuant to Paragraph 2 above.

ARTICLE VI

Officers

The organization shall have a President, Secretary and Treasurer, and Vice-President if the Board so decides. Officers will be elected by majority vote of the Board of Directors. Vacancies shall be filled by the Directors. The officers are authorized to sign official documents of the Organization. Officers shall serve a term of three years with an option to renew for another three years.

1. President

The President is the chief executive officer of the Organization and shall have general supervision, management and control over the business, activities, programs and affairs of the organization.

The President shall keep the Board of the Directors informed about activities of the Organization conducted between meetings.

2. Vice President

If the Organization has a Vice President, such person shall assume or perform the duties of the President in his or her absence.

3. Secretary

The Secretary keeps the organization's records and important documents, and minutes of Directors' and other meetings.

The Secretary must be a resident of the Commonwealth of Massachusetts

4. Treasurer

The Treasurer is the chief financial officer of the Organization and is responsible for keeping all the financial records.

The Treasurer must have professional experience in finance, accounting or similar expertise, and who can perform work requiring knowledge of financial/accounting principles and procedures.

The Treasurer shall prepare and present the annual budget of the Organization to the Board for approval. Any material changes to the budget must be approved by the Board.

The Treasurer is authorized to sign official documents of the organization.

5. Agents and Employees.

The Board may hire one or more agents and employees, depending on need and within the budget, who shall have such authority and perform such duties as may be prescribed by the Directors. Such person shall report to the President or other Board members depending on the nature of his or her activities.

Agents and employees may be paid reasonable compensation for services rendered as determined by the Directors.

ARTICLE VII

Advisory Board and Committees

1. Oversight Committee

- a. The Oversight Committee consists of three members, who are elected by the Members. The elected members will determine among themselves a Chair, Vice Chair, and Clerk to carry out its tasks.
- b. Each member of the Oversight Committee is elected for a period of four years, with a right to renew for one additional term. In the event the term of an Oversight Committee member expires, a new Oversight Committee Member shall be elected at the next Annual Meeting.
- c. The Oversight Committee shall oversee all the activities of the Organization and before the Annual Meeting, may examine all relevant documents and files of the Organization to ensure compliance with all decisions of the Board of Directors.
- d. In the event the Directors and or the Officers are not functioning or performing their duties, the Oversight Committee may take control of the Organizations for a period of 30 days, and call an emergency meeting within 60 days from the time that they took control, and at least 30 days before the Annual Meeting. The Oversight Committee may demand all financial records from the Treasurer prior to the emergency meeting, and must notify all the Members of such meeting. They may request Members to help organize the emergency meeting.
- e. At the Annual Meeting, the Oversight Committee shall present a report on the performance of Directors, Officers and Committees regarding the activities of the Organization in the past year, with special attention on financial matters.

2. Advisory Board

- a. The Advisory Board is chosen by the Board of Directors to assist them in their work.
- b. The Advisory Board does not have a limited number of members.
- c. Qualifications to serve on the Advisory Board depend on the needs of the organization to become more effective and meet their goals.

d. The role of the Advisory Board is simply to render opinions on the performance of the Organization and suggestions for improvement. Its role is advisory and the Board or the Members are not obligated to follow or implement such advice or suggestions.

ARTICLE VIII

Financing

The Organization shall be financed as follows:

1. Membership Fees: Members must be current with dues, payable yearly or quarterly, in advance.
2. Donations: Special donations shall be recorded included in the financial reports, including a detailed description of their purpose and use. The Board must approve all donations received in excess of \$1,000.
3. Fundraising methods shall comply with all relevant state and federal laws.
4. All funds received by the organization must be paid by check, credit card, money orders, bank checks, or Venmo and similar payment methods.
5. The Organization's bills shall be paid by check or in cash, recorded by two authorized persons in these By-Laws.
6. A Director or Officer resigning or removed from the Organization shall not be entitled to any compensation for his or her services, unless a right to receive compensation is expressly provided in a duly authorized written agreement with the Organization. No Director or Officer removed shall have any right to damages on account of and following any such removal, unless the Directors, in their discretion provide compensation.

ARTICLE IX

Liabilities

1. In the event a Member or other individual incurs damages or expenses in carrying out the organization's activities, such person shall be reimbursed for such damage or expenses, so long as such activities were duly authorized by the Organization and carried out in accordance with state and federal law,
2. In the event the Members dissolve this Organization by a 2/3 vote of the Members present at a meeting called for such purpose, the assets (tangible and intangible) of this Organization will be allocated exclusively for tax-exempt purposes in accordance with the appropriate state and federal rules and regulations.
3. In the event this Organization is dissolved or ceases to exist:

All existing liabilities, such as debt, as well as existing duties of this Organization will be paid off and distributed with the remaining available assets, or otherwise in accordance with state and federal laws and regulations.

Any remaining assets, after the above-mentioned obligations and liabilities are met, shall be distributed to other similar charitable, scientific, or otherwise organizations tax-exempt under 501(c)3 of the IRS tax code.

4. There shall be no personal liability with respect to financial and other obligations of the Organization. Except as otherwise provided by law, no Member, Director, Officer, Employee or other agent of the Organization shall be personally liable for any debt, liability or obligation of the Organization. All persons or entities extending credit contracting with or having a claim against the Organization may look only to the funds and property of the Organization for the payment of such debt, contract, damages or judgment, or of any money or property that may otherwise become due and payable to them from the Organization.