



Tiddukla Tadelsant Tamaziyt deg Marikan Amazigh Cultural Association in America

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BYLAWS OF THE AMAZIGH CULTURAL ASSOCIATION IN AMERICA *As amended on December 13, 1997, in Philadelphia, PA. Approved February 28, 1998*

ARTICLE I: NAME

The name of this voluntary nonprofit corporation shall be Amazigh Cultural Association in America, hereinafter referred to as ACAA or the Corporation.

ARTICLE II: PURPOSES

Section 1. The purposes of ACAA are solely cultural, educational and scientific. The goal of ACAA is to preserve, promote, and enrich the Amazigh language and culture.

Section 2. ACAA pledges to work with other individuals, corporations and organizations in order to fulfill the above stated goals. We will work within the law to facilitate a free exchange of information so as to accomplish said goals in the United States and abroad.

Section 3. ACAA serves the international community and members of the Corporation by sponsoring and co-sponsoring national and international cultural events and activities in the framework of section 1 above.

Section 4. ACAA is a charitable organization. Our purposes are all without pecuniary profit to any officer, director, or member.

ARTICLE III: OFFICES

Section 1. The principal office of the Corporation shall be located in the City of Bedminster, County of Somerset, State of New Jersey. The Corporation may have such offices, either within or without the State of New Jersey, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. The Corporation shall have and continuously maintain in the State of New Jersey a registered office, and a registered agent whose office is identical with such registered office, as required by the New Jersey Nonprofit Corporation Act. The registered office may be, but need not be identical with, the principal office in the State of New Jersey, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV: GENERAL POWERS

Section 1. This Corporation shall have the power to own, accept, acquire, and dispose of real and personal property, and to obtain, invest, and retain funds, in advancing the purposes stated in Article II above.

Section 2. This Corporation shall have the power to do any lawful acts or things reasonably necessary or desirable in carrying out the Corporation's purposes, and for protecting the lawful rights and interests of its members in connection therewith.

Section 3. The Corporation shall copyright all its publications and brochures.

ARTICLE V: MEMBERS AND DUES

PART 1. GENERAL MEMBERSHIP

Section 1. Membership shall be open to any person or family residing in North America who shares the objectives of the Corporation. Election to Membership is determined by the Board of Directors. An affirmative vote of the one-half plus one majority of the Directors shall be required. Hereinafter, majority shall mean one-half plus one unless specified otherwise. All decisions of the Corporation regarding membership shall be made regardless of the race, color, creed, sex, or national origin of the person wishing to become a member.

Section 2. There shall be three classes of General Membership: Individual, Family, and Student. No one can belong to more than one Membership class. Annual dues in US dollars are set by the Board of Directors and may be changed by the Board of Directors from time to time as deemed necessary. Annual dues are payable on or before Yennayer 1st (January 12th). A new member joining after the said date will still owe the full membership dues and will receive all of the available back issues of the ACAA publications for that year.

Section 3. Applications for Membership shall be submitted on ACAA forms, personally signed, and submitted to the Membership Committee.

Section 4. A member in good standing shall be defined as having a Membership application on file and as having paid designated membership dues.

Section 5. Each adult member in any membership category in good standing is entitled to only one vote at all General Membership meetings and on each matter submitted to a vote by the members. The vote of each member shall be in person or by proxy duly signed by such member.

Section 6. Each adult member in good standing for at least one year shall be eligible for any elected position in this Corporation, may chair committees, shall receive all ACAA publications free of charge or at a nominal fee as may be decided by the Board, and shall perform in any other functions which mark his or her Membership.

Section 7. Membership is not transferable or assignable.

PART 2. HONORARY MEMBERS

Section 1. Honorary members shall be approved by the Board of Directors subject to a quorum as defined in Article VII, Section 5. Honorary Membership is open to those individuals who have demonstrated, by their actions, a strong support and commitment to ACAA goals.

Section 2. An honorary Membership may be proposed to the Board by any ACAA member in good standing.

Section 3. Honorary Membership is valid for one year at a time, but can be reevaluated and extended by the Board for the following year.

Section 4. An honorary member does not have any voting rights.

Section 5. An honorary member is encouraged to participate in all activities sponsored by this Corporation.

Section 6. The Board of Directors must communicate their selection of Honorary Members, including rationale thereof, to the General Membership by the next General Meeting or within 60 days of selection through appropriate written notice.

Section 7. Each honorary member shall receive all ACAA publications free of charge or at a nominal fee as may be decided by the Board.

PART 3. TERMINATION OF MEMBERSHIP

Section 1. Membership shall terminate automatically when an individual ceases to pay dues, after being notified in writing by a renewal notice at least 30 days before his or her Membership expiration date.

Section 2. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

Section 3. Voluntary withdrawal from Membership should be in writing. Membership dues are not refundable.

ARTICLE VI: MEETINGS OF THE MEMBERSHIP

Section 1. An Annual Meeting of the members of ACAA for any business as may come before the Meeting, and/or for the purpose of electing Directors and President, shall be held at such date, time and place as may be fixed by the Board of Directors and specified in the notice of the Meeting.

Section 2. The written notice of the Annual Meeting stating the place, date and time of the Meeting shall be given no less than two weeks and no more than six weeks before the date of the Meeting.

Section 3. At the Annual Meeting, a report of the past year's activities and of projects for the future shall be made by the Board and by such others as the Board may invite to report. A financial statement shall be made by the Treasurer.

Section 4. Special Meetings of the members may be called at any time and for any purpose by the President, the majority of the Board of Directors, or no less than one fourth of the voting members. The demand of such Meeting must be made in writing.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors shall be not less than three (3) and not more than eleven (11) members. The Directors shall be elected at the General Meeting of the Membership for a two-year term hereinafter referred to as Term, and an elected Director can be reelected for no more than one additional Term. Each Director elected shall hold office until his or her respective successor is duly elected and qualified.

Section 2. Any voting member in good standing for at least two consecutive years shall be eligible to be a candidate for election to the Board of Directors. Members of the Board must remain members of the Corporation in good standing throughout their Term of office or be subject to removal as the Membership may determine. The Directors need not be residing in the State of New Jersey.

Section 3. A regular Annual Meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as the Annual Meeting of the Membership. The Board of Directors may provide by resolution the time and place, either within or without the State of New Jersey, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings of the Board of Directors may be called by or at the request of the President or any other two Directors. The person or persons authorized to call special Meetings of the Board may fix any place, either within or without the State of New Jersey, as the place for holding any special Meeting of the Board called by them.

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meetings of the Board; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired Term of his or her predecessor in office.

Section 7. All Directors shall serve without salary for their services as Directors, but they may receive reasonable compensation for their special work or services rendered in other capacities at the request of the Board of Directors.

Section 8. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII: OFFICERS

Section 1. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such officers as may be elected or appointed in accordance with the provisions of this article. Only one office may be held by the same person.

Section 2. The President of the Corporation shall be elected at the general meeting by the membership for one Term. The other officers shall be appointed by the President of the Corporation or by the Board of Directors as may be necessary from time to time.

Section 3. An Officer may be removed from office by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the Officer so removed and shall be subject to the approval of a two-third majority of the Board.

Section 4. The President shall be the principal executive Officer of ACAA and shall in general supervise and control all of the business and affairs of ACAA. The President must be a member of the Board of Directors. The president shall have the power to initiate a review of ACAA bylaws and shall review all ACAA official documents. The President shall enforce all of the Bylaws of ACAA and shall delegate authority when appropriate, thereby expediting timely decisions and adherence to ACAA Bylaws. The President shall preside at all the general meetings and Board meetings. The President shall authenticate all ACAA events and membership events by signature. The President shall have the power to disburse ACAA funds not exceeding the limit set by the Board. All payments shall be supported by receipt, vouchers, invoices and other memoranda as appropriate. If the disbursements do exceed the said sum, then the President must obtain an authorization from the majority of the Board. The president shall develop a program plan for his Term in office. He/she shall maintain correspondence with other associations and shall be the ACAA spokesperson at outside events or meetings. The President shall have the power to delegate responsibilities and shall provide support toward the execution of the said responsibilities. The President shall receive regular updates from Executive officers and shall provide support to officers whenever needed. The President shall have the power to call for regular committee reports. The President shall have the power to appoint special committees as necessary. The President shall submit semi-annual committee reports. The President shall prepare her/his successor for office perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Said assumption of office shall be reviewed by the General Membership when deemed necessary. The Vice President shall enforce ACAA Bylaws and shall maintain a list of all standing and special committees. He/she shall chair the Public Relations Committee. Her/his responsibilities shall include the tracking outside activities meeting ACAA's goals. He/she shall keep a record of records of all committees' activities. The Vice President shall develop an orientation program for local representatives and committee chairs. He/she shall oversee the ACAA educational programs and is responsible for the availability of the educational material. The Vice President shall prepare her/his successor for office and perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 6. The Treasurer shall have charge and custody of and be responsible for all monies, bank accounts, and other assets of ACAA. The Treasurer shall maintain, in the name of ACAA, a bank account as designated by the Board of Directors. The Treasurer shall make disbursements as authorized by the Board and shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such bank. In that capacity he/she shall notify each member in writing of dues payable and collect all payable dues and fees. He/she shall prepare the semi-annual and annual reports and report to the Board when requested. The Treasurer shall maintain complete records of all receipts and disbursements of funds and shall prepare at the direction of the Board, a financial report as deemed necessary. The Treasurer shall make all financial reports available to the members in good standing upon a written and signed request. The Treasurer shall be responsible for insuring that ACAA's official financial reports are processed and audited yearly. He/she shall enforce ACAA bylaws, attend all local meeting in his/her area, and serve on the Philanthropic committee. The Treasurer shall prepare her/his successor for office and in general perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 7. The Secretary shall be responsible for conducting all correspondence related to the business of ACAA other than financial. The Secretary shall make notifications of all special Meetings to members and invited individuals as appropriate. The Secretary shall notify Board members of Board meetings, attend the Board meetings, local area meetings. He/she shall keep the minutes of all Board and Membership Meetings in one or more books provided for that purpose. He/she report said minutes to the membership. The Secretary shall be custodian of the corporate records and of the seal of the Corporation and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws. He/she shall, at the beginning of each Term or as appropriate, provide the bank with new signature cards, which shall include the Treasurer's signature. The secretary shall keep a register of the post office address and phone number of each member which shall be furnished to the Secretary by such member. He/she shall be active in the membership committee and prepare the semi-annual and annual membership reports. He/she shall keep available ACAA Bylaws and Brochures, and send membership packages to prospective members. The Secretary shall enforce ACAA's Bylaws and, in general, perform all duties incident to the Office of the Secretary and such other duties as from time to time may be assigned to her/him by the President or the Board of Directors. The Secretary shall prepare her/his successor for office.

ARTICLE IX: COMMITTEES

Section 1. The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and effect the mission and purposes of the Corporation. Such committees shall perform such duties as the President or the Board of Directors may direct.

Section 2. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE X: REPRESENTATION OF ACAA

Section 1. No member shall use the ACAA name or represent himself or herself in an official capacity without the prior approval of the Board of Directors. Said representation shall be granted by two-thirds of the Board of Directors and reason(s) made available to the Membership at the next General Membership Meeting.

Section 2. Any member representing ACAA in an official capacity in other activities not sponsored by the Corporation, shall be responsible for informing the Board of Directors of their transactions in writing within two weeks.

Section 3. No Officer or member of ACAA shall accept an award on behalf of the Corporation without prior approval or notice to the Board of Directors.

ARTICLE XI: ALLOCATION OF FUNDS

Section 1. ACAA shall use its funds to accomplish the purposes and objectives as specified in these Bylaws and no part of these funds shall accrue to or be distributed to its members. Contributions other than Membership dues shall be used for holding the Annual Meeting of Membership, with the remainder allotted towards the general fund. These funds will be allocated by the Board of Directors.

ARTICLE XII: AMENDMENTS

Section 1. These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special Meeting of the members. Any amendment, alteration, change, addition to, or repeal of these Bylaws shall be proposed in writing, signed and submitted to a special Bylaws Committee (which shall be formed in accordance with Article IX) for review and submittal to the Board of Directors. After receipt, the Board of Directors shall then have thirty (30) calendar days to inform the General Membership of the proposed amendment, alteration, change, addition to, or repeal of these Bylaws and allow a maximum of thirty (30) calendar days for the Membership to cast its vote.

ARTICLE XIII: DISSOLUTION

Section 1. The Corporation may be dissolved by a two-third majority of the Membership. All real assets and remaining monies shall be donated to any active cultural organization within the United States or abroad with similar objectives as in Article II and the said donation shall be approved by a two-third majority of the Membership.

ARTICLE XIV: APPROVAL OF ARTICLES

Section 1. These Articles shall become binding and effective when they are duly approved by the majority of the members at the first General Meeting.

ARTICLE XV: REGIONS AND LOCAL ACTIVITIES

Section 1. A Region shall be a geographical entity determined by the Board to organize activities at the local level, to encourage collaboration among members, increase membership participation and optimize the use of the resources of the Corporation in order to further the purposes of the Corporation. The number of regions shall be determined by the Board on the basis of membership density and activity.

Section 2 . Each Region may adopt rules for its own activities not inconsistent with these bylaws and with rules adopted by the Board of Directors.

Section 3. Local activities shall be coordinated by a Local Representative who shall be elected at a Region General Meeting by the majority of the Region members for a Term. A written notice stating the place, date and time of the Region General Meeting shall be sent to all Region members no less than two weeks before the date of the meeting.

Section 4. Any voting member of a region in good standing for at least one year shall be eligible to be a candidate for election as a Local Representative of his/her Region. The Local Representative must remain a member of the Corporation in good standing throughout his/her Term or be subject to removal as the Membership may determine. The Representative must reside in the Region he/she is a candidate to represent throughout his/her Term.

Section 5. The Local Representative shall be the coordinator of the Corporation's activities in his/her Region. He/she shall collaborate with the Executive Committee and other Region Representatives to further the goals of the Corporation. He/she shall enforce ACAA Bylaws and official documents, attend Board meetings whenever requested and or possible and report to the Board. He/she shall keep an up-to-date list of the Region members, which provided to him/her by the Secretary. He/she shall attend and preside over all local meetings. He/she is encouraged to conduct these meetings in Tamazight as much as possible. He/she shall develop a schedule for regular local meetings in collaboration with the Region membership. He/she shall prepare the meeting place, designate a meeting secretary for recording the minutes and report them to all local members and the Secretary. The Local Representative, in consultation with the Region members, may submit to the Board of Directors a budget request supported by a schedule of planned activities. For unplanned activities where expenses may occur, he/she must obtain prior financial approval from the President or Treasurer. The Local Representative shall report all expenses and income substantiated with receipts to the Treasurer. The Local Representative shall prepare his/her successor for office.

Section 6. Activities which do not fall under Article II Section 1 of these Bylaws shall neither be funded nor endorsed by ACAA. ACAA shall not be held liable in any shape or form in connection with such activities. The Board of Directors shall determine which activities fall under Article II Section of these Bylaws.

2ND AMENDMENT

Amended August 28, 2008

ARTICLE II: PURPOSES

Section 1. The purposes of ACAA are to preserve, promote, and enrich the Amazigh language and culture, and protect the human rights of the Amazigh people.