



**THE BYLAWS**  
**OF**  
**HEBRET MUTUAL AID SOCIETY, INC.**



## HEBRET MUTUAL AID SOCIETY INC BYLAWS

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## HEBRET MUTUAL AID SOCIETY INC BYLAWS

### **ARTICLE I**

#### **PREAMBLE**

WHEREAS Hebret Mutual Aid Society, Incorporated (hereinafter, "the Society"), is being formed to provide community services to uplift the social, emotional, and economic wellbeing of its members and other vulnerable Ethiopian community members.

WHEREAS members of the Society believe that our community needs to come together to assist each other in times of distress by upholding the Ethiopian tradition and cultural heritage.

WHEREAS members' financial contributions and voluntary services will be used to provide social, emotional, and financial support to members and their families, as well as to educate and empower community members to cope with crises (such as those caused by a global pandemic or economic crisis), during major shocks and trauma (including, but not limited to, a member's death) and to become resilient members of the community.

Therefore, Hebret Mutual Aid Society (HMAS), Incorporated, is a non-political, non-partisan, not-for-profit organization established in the State of Maryland with its Bylaws approved in order to fulfill the purpose herein stated.

### **ARTICLE II**

#### **NAME, LOGO, AND LOCATION OF THE SOCIETY**

- 2.1 The name of the Society shall be Hebret Mutual Aid Society, Incorporated.
- 2.2 The Society shall have a logo and the Society is the sole owner of the logo.
- 2.3 The headquarters of the Society shall be at 7961 Eastern Ave, Suite 301, Silver Spring MD



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20910 The Board of Directors may choose to change its headquarters or open branch offices, as necessary.

- 2.4 The registered agent of the Society is Gabriel Christian, Esq., of Gabriel J. Christian & Associates, LLC, located at 3060 Mitchellville Road, Suite 216, Bowie, Maryland, 20716. The Board of Directors may change the Society's registered agent as the Board deems fit.

### ARTICLE III PURPOSE AND SCOPE OF THE SOCIETY

- 3.1 The purpose of the Society is to organize its members with the objective of upholding Ethiopian tradition and cultural heritage by providing community services that contribute to the social, emotional, and economic wellbeing of its members and support to other Ethiopian community members in the spirit of "All for One and One for All".
- 3.2 The Society also aims to assist its members and the Ethiopian community by providing financial and emotional assistance in the time of distress. The Society *strives to mobilize* volunteers and implement community services that educate and empower members to cope with crises and become resilient members of the community. Such activities may include, but are not limited to, praying, and communing with members, educating members and other community members on financial planning, estate planning and probate administration, grief counseling, and assisting members and other community members with access to social services and economic support that are provided by the government that promote the mutual benefits and welfare of its members and local community.
- 3.3 The financial assistance is covered by membership fees & contribution from each member of the Society and grants from external sources.
- 3.4 The activities of the Society shall be solely limited to fulfill its purpose and objectives alone.



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3.5 The Society shall have all powers necessary to fulfill its objective including, but not limited to the following:

- 3.5.1 Invite and register applicants based on the membership criteria of the Society as described in Section 4.1.1.
- 3.5.2 Promote the objective of the Society through various promotional means.
- 3.5.3 Collect, during the registration of members, funds required to cover recurrent and non-recurrent costs and expenses.
- 3.5.4 Collect all financial contributions from the members and prospective members as outlined in Operational Policy Manual (OPM)
- 3.5.5 Provide financial assistance to members as designated in the OPM
- 3.5.6 Develop policies and procedures for financial and any other type of assistance that will be provided to members or other community members.
- 3.5.7 Own and manage properties to be used by the Society and its members.

3.6 The Society is prohibited from engaging in activities outside the scope of its purpose as specified under Article 3 above and specifically shall not engage in any of the following:

- 3.6.1 Conducting activities related to race, religion, and politics.
- 3.6.2 Providing loans and conducting other financial activities except for financial assistance to members as specified in the OPM
- 3.6.3 Discriminating based on race, religion, and politics.

## ARTICLE IV

### MEMBERSHIP

4.1 Admission for membership to the Society:

- 4.1.1 **Eligibility:** Any person who is of Ethiopian origin and/or their spouses who live in the Washington D.C. Metropolitan Area (i.e., the DMV area), and are above the



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age of eighteen (18) with legal and mental capacity to make decisions, and is alert, oriented to time, place and persons surrounding him/her, is eligible to become a member of the Society.

- 4.1.2 **Application:** All members must go through an approval process, whereby the Board of Directors may admit or deny membership to any person based on the OPM. The Board will not make determinations based on religion, race, age, or political bias. All applications must be filled in and signed by the applicant by appearing in person. Mail or proxy applications will not be accepted. An applicant should be a person who believes in the purpose and objectives of the Society and accepts its Bylaws and meets any additional requirements of membership as outlined in the OPM.
- 4.1.3 **Dependents of Members:** Children of members can also become members of the Society by paying the required membership contributions under the sponsorship of their parents but will not have voting rights until they reach the age of 18.
- 4.1.4 **Residency:** Applicant must prove residency in the Washington D.C. Metropolitan area by providing a government-issued picture ID and utility bill and/or copy of rental agreement or deed or government communications along with notarized residency document.
- 4.1.5 **Dues.** All members of the Society shall pay the dues and contributions expected of him or her as stated in the OPM
- 4.1.6 **Full Membership.** One Hundred and Eighty (180) days after an application has been reviewed and approved and all dues/fees are paid in full, the applicant shall be considered a member and will be issued a membership ID. Only those members whose dues are current will be entitled to all privileges and benefits of the Society.



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4.2 Members are required to pay Annual membership fee and contribution as stated on the OPM. Annual membership fee is due on the 1<sup>st</sup> day February. Contributions must be paid within ten (10) days upon request. Penalty will be imposed if payments are not received on the due date. Payment shall be made to HMAS through established multiple payment methods.

### 4.3 Members' Code of Conduct

Members should be committed to treating each other with dignity and respect and taking care of the health of The Society

- 4.3.1 Faithfully abide by the bylaws, and policies of The Society.
- 4.3.2 Members are encouraged to actively contribute to The Society by engaging in volunteer work that benefits the public good.
- 4.3.3 Avoid harm. In this document, "harm" means negative consequences, especially when those consequences are significant and unjust. Examples of harm include unjustified destruction or disclosure of information, and unjustified damage to property, reputation, and The Society.
- 4.3.4 Members must be honest and trustworthy. Making deliberately false or misleading claims, fabricating, or falsifying Society's objectives, and other dishonest conduct are violations of the Code. members should not misrepresent The Society's policies or procedures and should not speak on behalf of the Association unless authorized to do so.
- 4.3.5 Respect the diversity of opinions as expressed or acted upon by The Society board, committees, and membership, and formally register dissent as appropriate.
- 4.3.6 Refrain from any form of harassment or intimidation, by words, gestures, body language, or behavior that demeans another member.
- 4.3.7 Refrain from any inappropriate conduct considered as inappropriate, threatening, or offensive nature.

4.4 Termination of Membership of the Society shall occur because of any of the following:

- 4.4.1 Failure to pay on time the dues and fees required pursuant to the rules of the



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Society.

- 4.4.2 Determination by majority vote of the members of the Board of Directors that the member has committed acts contrary to the objectives of the Society; has engaged in activities to defraud the Society; or has engaged in activities that are illegal or undermine, harass, or unduly burden the Society, the members of the Society or the members of the Board of Directors. Such activities include, but are not limited to:
- a) Disturbing meetings with the intent to disrupt the operations of the Society.
  - b) Disseminating materials defaming and eroding the trust of members of the Society
  - c) Video or audio taping Society members during any of the Society's activities or premises including any of the Society meetings without the consent of the participants and approval of the chairperson of that specific meeting.
  - d) Distributing or sending mails/emails to members without Board Approval.
- 4.4.3 Departure from the Washington D.C. Metropolitan area permanently or remaining abroad for over Three-Hundred-Sixty-Five (365) consecutive days results in cancellation of membership.
- 4.4.4 In the event of termination of membership, the ex-member shall have no right to claim any benefits from the Society. The Society shall have no obligation to refund dues and fees already paid by ex-members. The ex-member shall immediately return his or her membership ID.
- 4.5 **Voluntary withdrawal:** A member may voluntarily withdraw from the Society, but must do so in writing, including electronic writing, to the Board of Directors. The member shall return his or her membership ID within 10 days of notifying the Board of his or her withdrawal. The Society shall have no obligation to refund dues and fees already paid.
- 4.6 **Re-admission after voluntary withdrawal:** An ex-member who has left the Society due to personal reasons and has returned his or her membership ID may, upon approval by the Board of Directors, rejoin the Society subject to the payment of the amount that need to be





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paid during registration as stated in the OPM. Member shall pay the difference between what the member paid initially and the current registration rate.

**4.7 Reinstatement after failure to pay:** Certain circumstances and conditions shall be considered adequate for reinstatement of membership after a member has been terminated for failure to pay:

4.7.1 Medical certificate proving that the member was hospitalized at the time the request for payment was made;

or

4.7.2 In case of imprisonment, a letter from the prison administration or authorized government official will need to be presented;

Or

4.7.3 In case of loss of job, proof of unemployment for over 6 months must be presented

**4.8 Re-activation after travel:** Any Member whose membership is terminated under Section 4.4.3, may re-activate his/her membership upon written petition to the Board of Directors and showing proof of residency within the DC metropolitan area for a six-month period prior to the petition request.

**4.9 Benefits when traveling outside the United States:**

4.9.1 Members are obligated to fill out the travel departure form online if they planned to stay for more than 30 days.

4.9.2 Members who stay outside the DMV areas for more than 30 days without filling the travel departure form, will not receive any benefits.

4.9.3 Members will not receive any benefits and their membership will be cancelled if they stayed outside the DMV areas for 365 days.

**4.10 Change of Address:** When a member changes his/her home address, email address, phone numbers he/she shall be responsible in updating the information online or inform the Board of Directors in writing. Failure to update this information within thirty (30) days may require



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a penalty of \$25 USD.

**4.11 Notification of Member Termination:** When the membership of an individual who is also an elected official of the Society terminates, the remaining members of the Society will be notified by the Board of Directors.

### ARTICLE V

#### MEETINGS OF THE SOCIETY

5.1 The Society is wholly owned by its members and this ownership is manifested through participation in the meetings of the General Assembly. A quorum of at least 35% of members are required to be present to make any decisions of the Society. Decisions in such a meeting shall be made by a majority of the members attending the meeting.

5.2 Any General Assembly meeting quorum is based on the count of active members of the Society who have met their individual financial obligations ahead of time prior to the General Assembly meetings.

5.3 The Association shall have two types of General Assembly meetings.

5.3.1 **Regular General Assembly Meeting:** The Regular General Assembly meeting which takes place regularly once every two years. The Regular General Assembly Meeting shall:

- 1) Hear and adopt the Association's various reports presented by the Board of Directors.
- 2) Hear and adopt audit reports.
- 3) Adopt Bylaws and amendments to the Bylaws when presented by the Board of Directors.



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- 5.3.2 **Special General Assembly Meeting:** Can be convened any time to discuss and decide on any issues identified to have urgency by the Board of Directors.
- 5.3.2.1 Special General Assembly Meeting: which will convene any time to decide on the removal of Board of Directors or to change the objectives of the Society or to decide on the dissolution of the Society. Such meetings may also be called by the Governing Council under the limited circumstance of required decision-making due to the inability of the Board of Directors to act.
- 5.4 Members shall receive invitation to the General Assembly meeting at least thirty (30) days in advance. The invitation will be conveyed to members through Society's website, e-mail, mails, text messages, and other communication tools. The main agenda items shall be sent to the members in the invitation to the meeting.
- 5.5 Decisions made at General Assembly Meetings shall be subject to the following guidelines:
- 5.5.1 A decision regarding regular business matters requires a quorum of 35% of the voting members of the Society. Approvals are decided by a simple majority vote of the members in attendance at the meeting once quorum is present.
- 5.5.2 A decision regarding amendments to the Bylaws of the Society, removal of BoD, dissolution of the Society requires a quorum of 51% of the voting members of the Society. Approvals are decided by a 2/3 majority vote of the members in attendance at the meeting once quorum is present.
- 5.6 If the result of the vote is a tie, the President shall provide the tie-breaker vote.



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### **ARTICLE VI NOMINATION AND ELECTIONS**

- 6.1 The General Assembly will hold a vote to elect the Board of Directors and the General Council who will serve as the governing organs of the Society as detailed in Article VII.
- 6.2 Elections shall be conducted from January to May of the term for all officers. The election process shall begin six (6) months before the end of the existing term for each governing organ.
- 6.3 Election shall be conducted by the Election Committee. The Governing Council shall designate Election Committee members based on the set criteria, and the names as well as contact details of these individuals shall be communicated to all members. The Governing Council shall provide election guidelines.
- 6.4 The board of the directors shall provide any logistical assistance such as data pertaining to the election, and budget.
- 6.5 The Election Committee shall consist of five (5) members. These members shall include a Chairperson and Secretary.
- 6.6 The Election Committee shall be responsible for:
- a) Planning the election process,
  - b) Managing the receipt of nominations from the members,
  - c) Recruit and canvass nominees for each position,
  - d) Communicate progress to the Governing Council,
  - e) Manage receipt of votes for candidates,
  - f) Compile and analyze votes
  - g) Make final list of elected individuals



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- h) Provide final report of the process, list of the newly elected members of the Board of Directors and the Governing Council.
- i) The existing Governing Council will decide on how to communicate the result to the members at large.
- j) announce results,

6.7 The Election committee shall recommend actions to the Governing Council against candidates who engaged in activities that may harm the election or election process. Assist the outgoing President and Secretary with the transfer of authority from the former to the newly elected and provide final report of newly elected members of the Board of Directors

6.8 The Election Committee shall guide the power transfer from the former to the newly elected officers. The transition will be completed within thirty (30) days after the election and provide Final report to the Governing Council.

6.9 To be eligible to serve an Election Committee one must:

6.9.1 Be a current, dues-paying member of Hebret Mutual Aid Society, Inc.

6.9.2 Not be delinquent on any membership requirements within a calendar year prior to submission of his/her candidacy; and

6.9.3 Not be engaged in or not have previously been engaged in activities that undermine the objectives, mission, or leadership of the Society.

6.10 Voting ballots and/or other means of voting via electronic media such as secure email or website may be used for election purposes as determined by the Election Committee. The Election shall be conducted, virtually or in-person, with the use of secret ballots.

6.11 Individuals who are related within the third degree of consanguinity, whether by marriage or blood, may not serve on the Election Committee and/or seek candidacy for a Board of Directors position in the same election year.



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### ARTICLE VII STRUCTURE OF GOVERNING ORGANS

7 *HMAS* has the following bodies: General Assembly; Governing Council (“Council”); and Board of Directors (“Board”), which includes an Executive Committee.

7.1 **The General Assembly** shall be the Supreme Body of the Organization. The General Assembly members shall:

- 7.1.1 Meet regularly once every two years; special meetings may be called in accordance with Article 5.3.2.
- 7.1.2 Be constituted and wholly owned by the members of the Society.
- 7.1.3 Approve the amendment of the Society Bylaws of HMAS.
- 7.1.4 Elect members of the Governing Council, and Board of Directors,
- 7.1.5 Set policies and guidelines for conducting organizational activities.
- 7.1.6 Meet as convened by the Board of Directors.
- 7.1.7 Meet for a Special General Assembly Meeting in response to a written request by 1/3 of members if the Board fails to convene a General Assembly meeting. Notice of special meetings shall state the purpose and list the initiators. If the Bod fails to call a meeting the Governing Council should call a meeting the 1/3 member’s request.
- 7.1.8 Attend regular General Assembly meetings.

7.2 **The Governing Council** is accountable to the General Assembly and shall:

- 7.2.1 Be elected by the General Assembly
- 7.2.2 Consist of seven (7) elected members that include a Chairperson, Vice Chairperson, Secretary, and (4) members.
- 7.2.3 Form an Ethics committee from GC Members if the need arises. The duties and



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responsibilities of the Ethics committee are stated in Article 11.

- 7.2.4 Serve for a term of four (4) years. While eligible for re-election, Council members cannot be re-elected for a third consecutive term. Nevertheless, all members who have served two (2) consecutive terms are eligible to be elected and serve thereafter once a full term has passed after which that member will not be eligible to serve on the Council.
- 7.2.5 Make decisions by simple majority vote of its members.
- 7.2.6 Counsel, mediate, and propose recommendations to the General Assembly and Board of Directors on matters of disagreement amongst Board members that could affect the operation of the Society.
- 7.2.7 Serve as a conduit for General Assembly member's suggestions, grievances, opinions etc.
- 7.2.8 Guard, protect, and maintain the integrity of HMAS.
- 7.2.9 Be the ultimate custodian of HMAS if the Board fails to execute its normal responsibilities due to unexpected factors paralyzing the activities of the Board. If such extra ordinary circumstances are imminent, the Council shall immediately call a Special Assembly meeting.
- 7.2.10 Manage and conduct the day-to-day activities of the society during transition period of 6 months until new board is elected.
- 7.2.11 Meet at least quarterly to assess the health of the society.
- 7.2.12 Have its meetings convened and conducted by the Chairperson of the Council or, in his or her absence, the Vice Chairperson.
- 7.2.13 Require a quorum of 51% of the members to vote on any matters.
- 7.2.14 Record meeting minutes at all meetings.
- 7.2.15 Designate t an Election Committee and provide guidance for managing the election process.

**7.3 The Board of Directors** is responsible for developing strategy, setting goals and objectives, overseas programs, and activities. The board shall:

- 7.3.1 Consist of current members of Hebret Mutual Aid Society, Inc.



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- 7.3.2** Ensure that the policies and guidelines established are adhered to in its execution of the responsibilities of the Society and its activities.
- 7.3.3** Be elected by the General Assembly.
- 7.3.4** Consist of nine (9) members, of which there will be five (5) members who form an Executive Committee as detailed in Article 7.4, three (3) at-large members, and one (1) member who shall serve as an auditor.
- 7.3.5** Have terms of no longer than four (4) years. Members are eligible for re-election. However, they cannot be re-elected for a third consecutive term. Nevertheless, all Board members who have served two (2) consecutive terms are eligible to serve thereafter once a full term has passed after which that member will not serve on the Board.
- 7.3.6** Require a quorum of 51% of the members to vote on any matter. While consensus for approval is encouraged, the decision of a majority of the Board members at a meeting at which a quorum is present shall be the decision of the Board.
- 7.3.7** Convene at least quarterly for regular meetings to hear reports by the Executive Committee; to review operational and financial activities of the Society; and to formulate a plan of action and provide guidance. Board member attendance can be virtual, or in-person as agreed to by a majority of the Board members. The Board shall convene for additional Board meetings that may be called by the President at the request of 1/3 of the Board members. Notice of such meetings shall be served at least five (5) days prior to such a meeting.
- 7.3.8** A Board member is required to attend at least three of the four quarterly Board Meetings annually and be available for 80% of the extraordinary meetings called by the Board. Failure to do so without a written request to the President shall lead to removal of that member from the Board of Directors.
- 7.3.9** Be entitled to a review of, and vote on, any member's request to resign at the immediate next Board meeting. Barring extraordinary circumstances such as death of family or incapacitation, Board members may resign and be eligible for re-election if they provide notice to the President and the Secretary in writing 30 days prior to their final date of holding office. The Board of Directors shall have the power to appoint an interim Board member to serve during the remaining term of





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the resigned member.

- 7.3.10** Have a member suspended by an affirmative majority vote by the Board for failure to attend two consecutive or a total of three regular meetings in one year without excuse or justifiable cause. The Board may also suspend any Board Member by a 51% majority vote for obstruction and for acting contrary to the mission and objectives of the Society. Any such Board member shall be entitled to a written notice of the meeting at which such action is to be voted upon and shall be entitled to appear and be heard at such meeting.
- 7.3.11** Fill any vacancy on the Board temporarily by a decision vote of a majority of the Board members then in office. Any Board member so elected by the Board shall be presented to the next meeting of the General Assembly. Replacement of a Board member can be selected from the remaining Board members, selected from the General Assembly, or hired by the Board.
- 7.3.12** Establish an office and hire staff to help run the affairs of the Society, as needed, and directed by these Bylaws and the OPM.
- 7.3.13** Accept and vet requests for funding based on established review guidelines and assessment metrics that would allow it to determine if proposed use would be in keeping with the Society's charitable purpose. The granting of funds will be memorialized in a written agreement that outlines terms and conditions of the grant. The Board shall monitor the proper use of funds through ongoing review of activities documented in periodic performance and financial reports. These activities shall be guided by detailed protocol developed by the Board.
- 7.3.14** Serve without any monetary compensation and shall not be receive any wages, salaries, or in-kind compensation.
- 7.3.15** Be immune from liability for inadvertent errors made while performing their duties in good faith.
- 7.3.16** Not be immune from liability for committing crimes or using the Society's funds for his/her personal benefit.

**7.4 The Executive Committee** is accountable to the Board of Directors and shall:



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- 7.4.1 Conduct the day-to-day operation of the Society, and implement decisions made by the General Assembly and the Board of Directors.
- 7.4.2 Establish procedural manuals and regulations for the effective operation of the Society.
- 7.4.3 Meet as often as necessary to conduct Society business.
- 7.4.4 Require the outgoing President and Secretary to serve as the transition team and advisors for the new Board of Directors after the completion of an election cycle for up to one (1) year.
- 7.4.5 Consist of five (5) members: President, Vice President, Secretary, Treasurer, and Public Relations Officer. These members shall have responsibilities as outlined below.

### 7.4.5.1 President

- 1) The President shall have all powers and duties commonly incidental to, and vested in the Office of President, including, but not limited to, being the Chief Executive Officer and Spokesperson of the Organization; the President shall prepare agendas and chair meetings of the General Assembly, the Board, and the Executive Committee.
- 2) The President shall be responsible for overseeing and facilitating the activities of the Board and the Executive Committee and manages the day-to-day affairs of the Organization. The President shall also have the following specific powers and duties:
  - a. Call meetings of the General Assembly, the Board, and the Executive Committee, and where necessary, call Special Meetings of the same in consultation with the Board.
  - b. Perform such other duties as the Board may designate from time to time.
- 3) The President shall be one of the signatories on all checks issued in the name of the Society.



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- 4) The President is ultimately responsible, in addition to the designated responsible officer, for the performance of all outsourced services and contracts.

### **7.4.5.2 Vice President**

In the President's absence, the Vice-President shall perform the duties of President as set out under 7.4.5.1, and when so acting, shall have the powers of the President. The Vice President may perform such other duties as the Board, or the President, may prescribe.

### **7.4.5.3 Secretary**

The Secretary shall attend all meetings of the General Assembly, the Board, and the Executive Committee, and keep records of all such proceedings. The Secretary shall have custody of the seal of the Society and is authorized to affix the seal to all official documents. The Board may also give authority to any other Officer(s) to affix the seal.

- 1) In addition to keeping accurate minutes of the proceedings of meetings, the Secretary shall keep a record of the names and addresses of members, as well as the list of the Board members and their terms.
- 2) The Secretary shall oversee the distribution of background information for agenda items to be discussed and that the agenda is distributed in advance of the meeting.
- 3) The Secretary shall prepare the official minutes of the meeting and records motions, discussions, votes, and decisions.
- 4) The Secretary shall prepare and provide the previous meeting's written minutes to board members before the next meeting and records any changes or corrections.



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- 5) The Secretary shall also be custodian of relevant documents, including Articles of Incorporation Bylaws, Financial Statements, and Auditors Reports.
- 6) The Secretary shall prepare the Society's letters that are not related to financial matters.
- 7) The Secretary shall be the overall responsible person for all the correspondences of the Society.

#### **7.4.5.4 Treasurer**

- 1) As the principal financial officer, the Treasurer shall, on behalf of the Society and Board, keep track of the Society's funds and financial transactions.
- 2) The Treasurer shall keep complete receipts and records of disbursements and maintain accurate books and records of account.
- 3) The Treasurer shall ensure that tax-related documents and legal forms are completed and filed on time.
- 4) The Treasurer shall provide oversight of financial matters and ensure that the financial policies and procedures established by the Board are properly implemented.
- 5) The Treasurer shall render an account of the transactions and financial condition of the Society to the General Assembly, the Board, the President, and the Executive Committee.
- 6) The Treasurer shall prepare financial reports, deposit all funds, and in consultation with the President, make disbursements and transfers authorized by the Board and the Executive Committee
- 7) Responsible for Federal and State Tax Returns in accordance with guidelines of the prevailing laws.
- 8) The Treasurer shall ensure that financial matters are conducted in strict adherence to the Bylaws and OPM



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### 7.4.5.5 Public Relations Officer

With guidance and direction by the President and the Executive Committee, the Public Relations Officer shall serve as a media contact, and use appropriate communication tools, including social media and a website to disseminate information about the Society, its goals and objectives, its achievements and challenges, its plans and activities to all members, stakeholders, contributors, and the larger community. Additionally, it develops strategies such as:

- 1) Recruiting new members in accordance with the guidelines established by the Board of Directors.
- 2) Promotes member participation and be the "voice" of the Society in the public eye.
- 3) Planning networking activities among members.

### 7.5 Auditor

The General Assembly shall elect an Internal Auditor from among its ranks considering expertise, experience, and adequacy for the position. The Auditor shall report to the General Assembly. The effectiveness of the internal audit function hinges on the auditor's independence.

The Auditor shall:

- a) Ascertain the financial health of the Society as well as the integrity of its systems and potential exposure to risks.
- b) Ensure that the business adheres to policies, procedures, legislations, and regulations.
- c) Review and ascertain the implementation of policies, procedures, guidelines, etc., and suggest improvements/remedial actions to the Board of Management on a regular basis.
- d) The internal Auditor may coordinate/collaborate with External Auditors during the course of Audit.
- e) Monitor the process of the annual audit
- f) Collaborate with the Treasurer and other directors to identify areas of improvement



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- g) Audit the Society every Six (6) months and submit a compiled audit report to the Board of Directors
- h) Assist in preparing documents for the external auditor to be presented to the General Assembly

### **ARTICLE VIII MEMBER BENEFITS**

8.1 Benefits of members shall be specified in the OPM

#### **8.2 Rights & Obligations that apply to members of society**

##### **8.2.1 Rights of a member**

Members have the right to:

- 1) Elect officers for all governing organs like the Board of Directors and the Governing Council of The Society.
- 2) To express their views on issues related to the operation of The Society.
- 3) Have a say on matters that affect The Society and its members rights and benefits.
- 4) Initiate an amendment to the Bylaws
- 5) Be nominated and elected to The Society's governing organs
- 6) Observe all meetings of The Society
- 7) Obtain information about The Society, including financial statements and audit reports.
- 8) Withdraw or discontinue membership anytime, with or without cause.
- 9) Be reinstated as a member if she/he meets the requirements as stated in the Bylaws and in Section 11 of this document.
- 10) Participate in educational or any activities of The Society.
- 11) Volunteer in any activities of The Society. Members can access the form at

[https://hebret.org/?page\\_id=5046](https://hebret.org/?page_id=5046)



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### 8.2.2 Obligations of a Member

- 1) Member must update changes to membership information within thirty (30) days
- 2) Pay membership dues per the society's payment schedule as stated in the Bylaws and OPM
- 3) Attend meetings and activities of the Society
- 4) Actively contribute to the Society's mission
- 5) Participate in educational activities that are aimed to support members and other vulnerable community members identified by Society.
- 6) Comply with the code of conduct of members as stated in the Bylaws and OPM stated in Section 5.
- 7) Nominate and participate in elections
- 8) Be entitled to one vote at convened meetings.
- 9) Be entitled to appeal any termination of membership to the Board of Directors
- 10) Consider and vote on any recommendation by the Board to remove a Board member suspended under the terms of Article 7.3.10 of the Bylaw

## ARTICLE IX FINANCIAL MATTERS

9.1 The Society shall have a bank account, or multiple accounts as necessary, under its name at a federally insured financial institution.

9.2 The Board will designate three (3) members of the Board who will be the authorized signors on the bank account(s). One member shall be the President.



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9.3 The Board shall make all decisions on disbursement of funds from the bank account(s) and certain payments outlined in the OPM shall require two signatures from any two of the authorized signors named under Article 9.2.

9.4 An annual budget must be approved by the Board of Directors and presented to the General Assembly.

### 9.5 Registration, Contributions, and Payments

9.5.1 New member registration requires an administrative fee as specified in the Bylaws and OPM.

9.5.2 For the Society to run its day-to-day operations and follow up, the Society may have office and operational expenses, including a secretariat.

9.5.3 All members shall render a monthly membership fee to the Society as outlined in the OPM.

9.6 The Board may decide to request the General Assembly to render additional contributions to be collected from members whenever it is deemed necessary.

9.7 The fiscal year of the Society shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

9.8 The financial records of the Society will be audited by external auditors annually and shall be completed within 3 months of the end of the fiscal year. The Board shall review the audited report and submit it with its financial report to the General Assembly.

## ARTICLE X

### DISCHARGE OF DUTIES

10.1 A “governing member” is defined as a member of any of the governing organs of the Society i.e., Governing Council, Board of Directors, and Executive Committee.





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10.2 All members of any governing organs of the Society have the responsibility and must perform the duties set forth in the Bylaws to the extent consistent with Bylaws. All members of any governing organs of the Society shall discharge their duties:

10.3 In good faith.

10.3.1 With the care and ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the member believes to be in the best interest of the Society.

10.4 In discharging their duties, all members of any governing organs of the Society are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

10.4.1 One or more officers or employees of the Society whom the member reasonably believes to be reliable and competent in the matters presented; and

10.4.2 Legal counsel, public accountants, or other persons as to matters the member reasonably believes are within the person's professional or expert competence.

10.5 If a member of any of the governing organs of the Society complies with the applicable standard of conduct, he or she will not be liable to the Society, any member, or any other person for any action or non-action taken in the discharge of his or her duties.

10.6 During deliberation regarding decisions relating to the Society, all members of any governing organs of the Society have a duty to communicate relevant information to their fellow governing members.

10.7 The duty of a governing member includes the obligation to inform:

10.7.1 Governing members on information about the affairs of the Society known to the governing member, within the scope of the member's functions, and known to the member to be material to the Society, or governing organ; and

10.7.2 The governing member on any actual or probable material violation of law



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involving the Society or material breach of duty to the Society by an officer, employee, or agent of the Society, that the member believes has occurred or is likely to occur.

## **ARTICLE XI**

### **ETHICS COMMITTEE**

- 11.1 A “governing member” is defined as a member of any of the governing organs of the Society i.e., Governing Council, Board of Directors, and Executive Committee.
- 11.2 Three members of the Governing Council shall be designated as members of the Ethics Committee
- 11.2.1 The Ethics Committee shall ensure that the Board of Directors has followed the code of conduct of the Society while performing their duties.
- 11.2.2 The Ethics Committee shall present a recommendation of dismissal, backed by confirmed evidence, of any Board members if such members exceed their authority, and participate in any nefarious activity by failing to observe the established rules and guidelines.
- 11.2.3 The Ethics Committee, on its own initiative or on the suggestion of any Governing Council member, members of the Board or members of The Society has authority to review any activity worthy of disciplinary action.
- 11.2.4 The Ethics Committee, after completing its investigation, will present its findings to the Governing Council, but does not have authority to make a final decision.
- 11.3 Matters of code of conduct that would be a focal point for the Ethics Committee include:
- 11.3.1 Dereliction of duty;
- 11.3.2 Exceeding authority and opposing the democratic principles and imposing or



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attempting to impose individual preferences on others;

- 11.3.3 Obstructing the democratic process of committee deliberations;
- 11.3.4 Failing to implement joint decisions;
- 11.3.5 Insulting and dividing committee members;
- 11.3.6 Failing to cooperatively carryout responsibilities;
- 11.3.7 Using vulgar language in meetings;
- 11.3.8 Being repeatedly late or failing to show up in meetings;
- 11.3.9 Failing to safeguard Society secrets;
- 11.3.10 Conducting Society meetings without the knowledge of the Board;
- 11.3.11 Releasing information that is not authorized by the Board;
- 11.3.12 Embezzling the assets of the Society;
- 11.3.13 Wasting the assets of the Society;
- 11.3.14 Destroying, vandalizing Society records;
- 11.3.15 Failing to pay membership fee in a timely manner or not paying at all;
- 11.3.16 Focusing on personality instead of issues in a meeting;
- 11.3.17 Censoring and showing lack of respect for members to express their views; and
- 11.3.18 Using membership information for private use or solicitation purposes.



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### ARTICLE XII

#### INDEMINIFICATION

The Members of the Board of Directors, Governing Council, Officers, and Elections Committee and any volunteers involved in the operation of the Society are serving freely and will not be receiving any wages, salaries, or any kind of compensation. They are immune from any inadvertent errors they may make while performing their duties. However, the immunity does not apply if anyone commits financial crime or is involved in the use of the Society's funds for his/her own benefit.

12.1 The Society shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a member of the Board of Directors, including but not limited to the President, Vice President, Secretary, Treasurer, Internal Auditor, and Public Relations Officer, as well as Officers, Advisors, and Support Providers of the Society, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person:

[a] conducted himself or herself in good faith,

[b] reasonably believed, in the case of conduct in his or her official capacity with the Society, that his or her conduct was in the best interests of the Society, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Society, and

[c] with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

12.2 However, no person shall be entitled to indemnification either:

[a] in connection with a proceeding brought by or in the right of the Society in which the Board of Directors member or officer was adjudged liable to the Society or

[b] in connection with any other proceeding charging improper personal benefit to a Board of Directors member or officer, whether or not involving action in his or



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her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit.

12.3 Indemnification under Article 12.1 in connection with a proceeding brought by or in the right of the Society shall be limited to reasonable expenses incurred in connection with the proceeding.

12.4 ***Board of Directors Liability Insurance:*** The Society may purchase Officers and Directors insurance and general liability insurance and maintain throughout their term of office. This shall include, but not be limited to professional liability/errors and omissions.

## ARTICLE XIII WEBSITE MANAGEMENT

### *The Web Site of the Society*

13.1 Among the means of communication that the Society will use, the main one will be the Society's website from which members can download relevant information, forms, and documents. The name of the website is <https://hebret.org/>. In addition to the Society's website, email, regular mail, and telephone communications will also be used.

13.2 The website shall not host any advertisement that serves the interests of any political, religious, or private organizations. However, the Board of Directors, in rare cases, may allow free advertisements, as permissible by law, to selected business who serve the Society.



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### **ARTICLE XIV**

#### **DISSOLUTION**

- 14.1 If the Society is forced to cease operation for any reason or is dissolved by the decision of 2/3 of a quorum its members, the assets and properties left after paying the debts of the Society shall be distributed equally to its active members as of the date of liquidation following the applicable laws of the state of Maryland.

#### *Liquidation or Dissolution*

- 14.2 The liquidation and dissolution of Hebret Mutual Aid Society, Inc. or the amendment of these rules may be decided upon by a two-thirds majority of those present and voting at the General Assembly, provided that notice of the proposed dissolution or details of the proposed amendment shall have been circulated with the notice of the meeting. In the event of dissolution, any residual funds of the Society shall be applied by the Board of Directors before vacating office in furtherance of the Society's aims, and no member shall have any claim on the Society in respect to fees any subscription paid. No part of the net income or assets of the Society shall be used to the benefit of any private individual.

### **ARTICLE XV**

#### **ARBITRATION**

- 15.1 Any controversy or claim from a member or their family member arising out of or relating to these Bylaws, shall be settled by arbitration pursuant to the Maryland Uniform Arbitration Act, and judgment on the award rendered by the Arbitrator(s) shall be binding, conclusive and non-appealable and may be entered in any court having jurisdiction thereof. In the event a party fails to proceed with arbitration, unsuccessfully challenges the arbitrator's award, or fails to comply with arbitrator's



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award, the other party is entitled of costs of suit including a reasonable attorney's fee for having to compel arbitration or defend or enforce the award.

### **ARTICLE XVI AMENDMENTS**

#### *Initiating Amendments to the Bylaws of the Society*

- 16.1 If and when the Board of Directors believes that there is a need to amend the Bylaws it may propose such amendments to the General Assembly. Any such proposed alteration, amendment, repeal, or establishment of new bylaws may be adopted by a two thirds or greater majority vote of General Assembly members present at any regular or at any special General Assembly meeting, at which a quorum is present.
- 16.2 All members of the Society shall be notified of any changes to the Bylaws.
- 16.3 Any member of the Society may also request alteration, amendment, repeal, or establishment of new bylaws in one of two ways:
- 16.3.1 Submit the proposal to the President of the Society for a majority vote by the Board of Directors. Upon such majority approval, the proposal shall then be presented on and deliberated upon at the next General Assembly meeting. Such proposal shall be adopted by two thirds or greater majority vote of General Assembly members present at any regular or at any special General Assembly meeting, at which a quorum is present.
- 16.3.2 Submit the proposal directly to the General Assembly for deliberation and vote if the proposal is supported by two thirds of the members of the Society.



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**EFFECTIVE DATE**

The Bylaws shall become effective \_\_\_\_\_

ADOPTED: December \_\_\_\_, 2022

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CONFIDENTIAL