



# BYLAWS OF The Moroccan-American Community Organization of Minnesota

A Minnesota Nonprofit Public Benefit Corporation

## **Article I. Name**

### **Section 1.1. Corporate Name**

The official name of this corporation is “The Moroccan-American Community Organization of Minnesota” (MACOOM).

## **Article II. Offices**

### **Section 2.1. Principal Office**

The Board of Directors shall communicate the address of a principal office when available.

## **Article III. Purposes and Mission**

### **Section 3.1. General Purpose**

MACOOM is a tax-exempt, nonprofit public benefit corporation organized under Section 501(c)(3) of the Internal Revenue Code. It does not aim to serve any private gain of any person or entity. It is organized under the Nonprofit Corporation Law of State of Minnesota and it follows the Internal Revenue Service laws for tax-exempt associations.

MACOOM is a nonsectarian, charitable, cultural, and educational organization aiming to provide to the community, without limitation, the following:

- Community building and support activities
- Mentorship programs and Youth support.
- Educational programs, sports and social activities
- Charitable drives
- New immigrant support,
- Assistance to the elderly,
- Consulting services
- Referral to agencies for help.

### **Section 3.2. Mission**

To build a successful community while celebrating, nurturing, and preserving the Moroccan culture, heritage, and traditions.

## **Article IV. Limitations**

### **Section 4.1. Political Activities**

MACOOM has been formed under Minnesota Nonprofit Corporation Law and Section 501(c)(3) of the Internal Revenue Code for the charitable purposes described in Article III, and adheres to a non-profit and non-partisan rules. As such MACOOM will not engage or interfere in any political activity in the local, state, national or international elections.

### **Section 4.2. Prohibited Activities**

MACOOM shall not in any substantial degree, engage in any activity or exercise any power that is not in furtherance of the purposes described in Article III.

## **Article V. Dedication of Assets**

### **Section 5.1. Property Dedicated to Nonprofit Purposes**

The property of MACOOM is irrevocably dedicated to the purposes stated in the Articles of Incorporation. No part of the net income or assets shall serve the benefit of any of its Board of Directors and/or Officers.

### **Section 5.2. Distribution of Assets upon Dissolution**

In the event of dissolution or winding up MACOOM, after the payment of all debts and liabilities, the remaining assets will be distributed to a nonprofit entity designated by the board of directors. The selected organization shall meet the requirements of 501(c)(3) of the Internal Revenue Code, and shall be in alignment with the mission of MACOOM.

## **Article VI. Membership**

### **Section 6.1. Eligibility for membership**

#### **6.1.1. Application**

Application for voting membership shall be open to any current legally resident of the state of Minnesota who:

- (1) is of Moroccan origin or citizenship, or a descendant of a person of Moroccan origin or citizenship, or an immediate family member of a person of Moroccan origin or citizenship,

- (2) is of 18 years of age and older, and
- (3) supports the purpose and mission of MACOOM stated in Article III.

### 6.1.2. Approval

Membership is granted after completion and receipt of a membership application and annual payment of membership dues, in full or in installments. Membership is approved by the Board of Directors and shall be ratified upon a majority vote of the board of Directors.

### Section 6.2. Members in Good Standing

Members who abide by the current bylaws and who have paid the current membership dues, shall be considered in good standing.

### Section 6.3. Membership Annual Dues

The initial contribution required to become a MACOOM member shall be established by the founding board of directors. Thereafter, this amount shall only be changed by a majority vote of the members at the annual meeting of the full membership. Changes to the annual dues amount shall be communicated by the Board a minimum of 30 days prior to the annual meeting.

Membership shall be renewed on an annual basis by payment of the annual membership dues. Failure to pay the annual dues shall result in loss of membership privileges.

Membership dues shall be prorated for those members joining at intermittent times of the membership year. Annual dues from the current membership are due and payable on January 1<sup>st</sup>.

Membership fees shall be used to support the administration of the Corporation, and its activities and functions as stipulated in these Bylaws.

### Section 6.4. Rights of members:

Members who are in good standing have the right to vote in the annual meetings of Membership.

They have the right to be nominated for vacancies of Officers and Directors. They also have the right to serve as Board Officers of MCOOM, and have the right to serve as Board Directors.

The privilege of being an Officer of MCOOM holding office shall be limited to members who are in good standing for at least a full year of membership and have served in a committee for at least one event.

The privilege of being a Director of MCOOM shall be limited to members who are in good standing for at least a full three years of membership and have served as an Officer for at least one term.

### Section 6.5. Membership term:

The membership year shall run from January 1st through December 31st.

### Section 6.6. Resignation:

Any member may resign by filing a written resignation with the Secretary and the said resignation will take effect in accordance with the terms thereof. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued

### Section 6.7. Membership Sanction and Termination:

A member accused of misconduct or breaking MACOOM By-Laws or rules and regulations can be subject to disciplinary action up to and including termination of membership by a majority vote of the Board of Directors. The member shall be notified in writing of such decision and the disciplinary action will take effect in accordance with the terms thereof. The board action shall relieve a member of unpaid dues, or other charges previously accrued.

### Section 6.8. Non-voting membership:

The Board may adopt policies and procedures for the admission of associates or other designated individuals who shall have no voting rights, such persons shall be designated as "Advisors" or "Donors", and shall not be deemed members of MACOOM.

### Section 6.9. Donors:

The Board of Directors shall annually list suggested contributions.

Contributions shall be published by the Board of Directors at the Board's complete discretion. Donors and donations shall be documented on the books of the Corporation in according the state of Minnesota Nonprofit Corporation Law and Section 501(c)(3) of the Internal Revenue Code.

### Section 6.10. Non-Members

"Non-Members" may attend one annual meeting of the members as a "guest" but must become a member in order to attend general membership meetings thereafter.

Non-members of MACOOM have the right to participate in MACOOM events, activities, and services, and are subject to full price whenever applicable.

### Section 6.11. Membership List

The use of the membership list for any reason other than for the mission and purposes of MACOOM, or by any party other than the Board of Directors or Officers of MACOOM, is prohibited without the expressed written consent of the Board of Directors.

## Article VII. Board of Directors

MACOOM shall have members. The eligibility, rights, and obligations of the members are as determined in these bylaws. And, the management of the affairs of

MACOOM shall be vested in, or delegated by, the Board of Directors, as defined by these bylaws.

Subject to the provisions of the MACOOM Articles of Incorporation and bylaws, and Minnesota and Federal Nonprofit Corporation Laws, the business and affairs of MACOOM shall be managed, and all corporate powers shall be exercised by the Board of Directors.

## Section 7.1. Number of Directors and Qualifications

### 7.1.1. Number

The number of directors of MACOOM shall be fixed at seven (7) and shall remain at this number until increased by action of the Board of Directors.

### 7.1.2. Qualifications

First Election: Any member in good standing, shall be deemed qualified to run for open position(s) of the board of directors.

Following Elections: Any member in good standing for at least three (3) full years, and served as an officer of MACOOM for a minimum of one term shall be deemed qualified for an open board of directors' position.

## 7.2. Initial Board of Directors.

The initial Board of Directors will be named by MACOOM's incorporator(s). No director shall have any right, title or interest in or to any property of the corporation.

Members of the initial Board of Directors shall serve until the first annual meeting, at which, they or their successors can be duly elected and qualified.

The initial board is responsible for implementing an elections approach that is designed to ensure both stability and continuity of the administration of MACOOM's affairs, via a staggered approach to the election of the member of the Board of Directors.

## Section 7.3. Terms; Election of Successors.

Each year no more than two Directors shall be elected at the annual meeting.

Directors shall be elected at the annual meeting for a Four (4) years term, renewable for a maximum of one additional term. Once a Director leaves the Board, he or she may come back after one term (4 years)

## Section 7.4. Vacancies.

### 7.4.1. Events Causing Vacancy

A vacancy occurs upon end of term, removal, resignation, death or disability (when such disability prevents the director from exercising the usual duties, as determined by the Board of Directors).

#### 7.4.2. Removal

The Board of Directors may by resolution declare vacant the office of a Director who fails to attend three (3) consecutive meetings of the Board of Directors without a valid reason for absenteeism. A Board member must provide notice of absenteeism to the Board at least 48 hours before the time of the publicized Board meeting.

A director who is in violation of the By-Laws or rules and regulations of MACOOM may be removed by a majority vote of the Board of Directors at a duly constituted meeting for the removal. Removal must be stated as a purpose of the meeting and such purpose must be clearly articulated in the notice of the meeting sent to the Board of Directors.

#### 7.4.3. Reduction of Number of Directors.

Any reduction of the authorized number of Directors, as stated in section 7.1.1, shall not be for the purpose of removing any Director before his or her term of office expires.

#### 7.4.4. Resignations

Any Director may resign by giving a written 30-day notice to the Chair of the Board of Director. If the chair is not available the resignation letter can be given to any member of the Board of Director. The written notice shall be filed with the minutes of the meeting of the Board of Director. Resignation cannot be reversed once it has been accepted by the Board of Director.

#### 7.4.5. Election to Fill Vacancy

Any vacancy shall be filled through direct appointment by a majority of the then existing board of directors. No more than two vacancies can be filled by appointment by the Board of Directors in that Board's term of service. When such a threshold has been met, a special election by the general membership must be called for by the Board of Directors to elect new Board member. The incoming Board member will only serve for the remainder time left in the term of the Board member they are replacing.

### Section 7.5. Duties of Directors.

The Board of Directors shall be tasked to perform any or all duties imposed on them collectively or individually by Minnesota or Federal laws, the Articles of Incorporation of MACOOM, or by these By Laws. Specifically, the duties of the Directors shall include, but not limited to:

1. Meet at such times as required by these By Laws, record and maintain minutes of such meetings
2. Approve members to or terminate members from MACOOM, and Oversee the process of requests for changes to the membership dues
3. Appoint and remove Officers of MACOOM, and supervise Officers
4. Define tasks of committees, appoint and remove members or advisors to committees, and supervise such committees

5. Define the duties and fix the compensation of employees of MACOOM, employ or discharge employees, and supervise employees
6. Review and approve all events, activities, services, and the annual budget, including capital and operating, submitted by the President.
7. Approve the purchase or cancellations of liability insurance, including Officers and Directors, real and personal property insurance, other insurance as deemed necessary by the Board of Directors.
8. Register and renew the corporation and file standard documents with the Minnesota Secretary of State and/or the Internal Revenue Service as required by State or Federal Laws
9. Develop and execute strategic plans for growth and expansion of the corporation

### Section 7.6. Compensation of Directors

Directors shall serve MACOOM without compensation. Directors shall have the right for reimbursement of expenses incurred on behalf of the corporation and as authorized by the Board of Directors. Directors may not be compensated for rendering services to the corporation in any capacity while serving as directors.

### Section 7.7. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of MACOOM.

### Section 7.8. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other indebtedness of the corporation must be approved by the Board of Directors and shall be signed by the Treasurer and countersigned by the President.

### Section 7.9. Deposits

The Board of Directors shall by resolution select banks, trust companies, or other depositories where the funds of the corporation are deposited from time to time. Such deposits shall be authorized by the President, executed by the Treasurer, and verified by the Board of Directors.

### Section 7.10. Gifts

The Board of Directors may accept, at its discretion, on behalf of the corporation any contribution, gift, bequest, or device for the charitable and public purposes of the corporation.

### Section 7.11. Execution of Instruments

The Board of Directors, except as otherwise provided in these By Laws, may by resolution authorize any Officer, adviser, or employee of the corporation to enter into any contract or execute or deliver any instrument in the name or on behalf of MACOOM. Such authority may be general or specific to special events, activities,



services, or functions. Unless so authorized by the Board of Directors, no Officer, advisor, or employee shall have any power or authority to bind the corporation by a contract or engagement or to pledge its credit or to render it liable monetary

## **Article VIII. Officers and Duties**

### **Section 8.1. Officers and Qualifications**

#### **8.1.1. Number**

MACOOM shall have four Officers consisting of a President, Vice-President, Secretary and Treasurer.

#### **8.1.2. Qualifications**

Any member in good standing for at least a full year of membership and have served in a committee for at least one event or activity shall be deemed qualified for an open Officer position.

### **Section 8.2. Nominations and Selection**

Nominations, self or for others, for Officers shall be made by the membership and given in writing to the Elections Committee during the month of October.

The Board of Directors shall interview the nominees and fill the positions through a majority vote of the Directors. The selected Officers shall be announced in the annual meeting of the membership.

### **Section 8.3. Terms and Selection of Successors**

Officers shall serve for a two (2) years term, renewable for a maximum of one additional term. Once an Officer reaches the term limit, he or she may become eligible to serve in an Officer position after one term of Officer-ship (2 years)

Selection of successors of Officers shall occur every year, and in each year only two Officer positions shall be open for succession. Openings of Officers positions shall be in such a manner that in one year the positions of Vice-President and Treasurer shall be open, and in the following year the positions of President and Secretary shall be open.

### **Section 8.4. Vacancies**

#### **8.4.1. Events Causing Vacancy**

A vacancy occurs upon end of term, removal, resignation, death or disability (when such disability prevents the Officer from exercising the usual duties, as determined by the Board of directors).

#### **8.4.2. Removal**

The Board of Directors may by resolution declare vacant the position of an Officer who fails to attend three (3) consecutive meetings of the Officers without a valid

reason for absenteeism. An Officer must provide notice of absenteeism to the President, or Secretary at least 48 hours before the time of the publicized Officers meeting.

An Officer who is in violation of the By-Laws or rules and regulations of MACOOM may be removed by a majority vote of the Board of Directors at a duly constituted meeting for the removal. Removal must be stated as a purpose of the meeting and such purpose must be clearly articulated in the notice of the meeting sent to the Board of Directors.

#### 8.4.3. Resignation

Any Officer may resign by giving a written 30-day notice to the Chair of the Board of Director. If the Chair is not available, the resignation letter can be given to any member of the Board of Director. The written notice shall be filed with the minutes of the meeting of the Board of Director. Resignation cannot be reversed once it has been accepted by the Board of Director.

#### 8.4.4. Filling Vacancies

Vacancies resulting from reasons other than the end of term shall be filled through direct appointment by a majority of the then existing Board of Directors within thirty (30) days of the commencement of the vacancy.

The Board of Directors shall appoint a member of MACOOM in good standing to temporarily fill Vacancies occurring for reasons other than the end of term.

The Nomination Committee shall inform the membership in writing of such vacancy and request nominations to fill the vacancy no later than seven (7) days from the date the vacancy is made official by the Board of Directors.

Nominations to fill the said vacancy shall be closed seven (7) days from the date of the written communication with the membership.

The Board of Directors shall interview the nominees, fill the position through a majority vote of the Directors, and announce the selected Officer in writing to the membership no later than fourteen (14) from the date of closing the nominations.

In the event that a replacement is not found to fill the vacancy, the Board of Directors shall fill the vacancy.

The Board of Directors shall, at its discretion, at any time appoint a Director, or a qualified member in good standing to serve temporarily in the vacant Officer position until such time as the Board of Directors shall fill the vacancy.

### Section 8.5. Duties of Officers

The Officers shall be tasked to perform any or all duties imposed on them collectively or individually by Minnesota or Federal laws, the Articles of Incorporation of MACOOM, by these By Laws, or as assigned by the Board of Directors.

The President and Treasurer shall attend the regular meetings, and any other meeting of the Board of Directors as requested by the Board of Directors, however, they shall have no voting rights in such meetings.

Specifically, the duties of the Officers shall include, but not limited to:

#### 8.5.1. President

1. Plan, oversee, manage, and supervise the functions, activities, and services of MACOOM
2. Preside at meetings of Officers, meetings of Committees, and meetings of members
3. The president is ex-officio member of all committees appointed by the Board of Directors
4. Sign, as authorized by the Board of Directors, corporation leases, mortgages, contracts, or other Board authorized instruments.
5. Ensure that an annual budget and activities schedule are prepared and present them to the Board of Directors.
6. Develop and present the annual report to the Board of Directors and the membership at the annual meeting.

#### 8.5.2. Vice-President

1. Perform all duties of the President whenever the President is absent or unable to act. If the Vice-President acts in this capacity, the vice-president shall have all presidential powers and be subject to all the restrictions placed upon the President.
2. Assist the President in all the functions, activities, and services of MACOOM
3. Preside at meetings as delegated by the President
4. Substitute for the President as a member of any committee as delegated by the President
5. Perform any other duties that the President or the Board of Directors may assign to the Vice-President.

#### 8.5.3. Secretary

1. Record and keep the minutes of all meetings of the Officers and the meetings of the members in Meeting Books
2. Develop and maintain a list of names and contact information, such as addresses, emails, phone numbers, of all members, and of all guests attending the annual meeting of members
3. Prepare a list of voting members for elections and make it available to the Elections Committee or to the Board of Directors no later than two weeks from the election
4. Serve notices of meetings as directed by the President, the Board of Directors, and/or Chairs of Committees in accordance with requirements established in these By Laws
5. Handle all mailings and communications of MACOOM.

6. Preserve in a permanent file all records, letters of value to MACOOM, to its officers and Board of Directors
7. Serve in any Committee as delegated by the President
8. Perform any other duties that the President or the Board of Directors may assign to the Secretary.
9. Transfer the totality of MACOOMS non-financial records, including the Minutes Books, membership and guests lists, the permanent file of all records to the successor Secretary

#### 8.5.4. Treasurer

1. Be responsible for all funds, securities, or any financial instruments of MACOOM
2. Collect and maintain all financial records of MACOOM
3. Collect and give receipts for moneys due and payable to MACOOM from any source, and deposit all moneys in MACOOM's name in such banks as selected by the Board of Directors
4. Keep an account of all receipts and disbursements, make a detailed report and present it at meetings of Officers, meetings of Board of Directors, and meetings of members
5. Submit the books and records to a Certified Public Accountant or other accountant for annual audit or review
6. Serve in any Committee as delegated by the President
7. Preserve in a permanent file all financial records, financial reports, audits, financial accounts information, leases, mortgages, contracts of MACOOM
8. Perform any other duties that the President or the Board of Directors may assign to the Treasurer.
9. Transfer the totality of MACOOMS financial records, including financial reports, audits, account passwords, leases, contracts to the successor Treasury

#### Section 8.6. Compensation of Officers

Officers shall serve MACOOM without compensation. Officers shall have the right for reimbursement of expenses incurred on behalf of the corporation and as authorized by the Board of Directors. Officers may not be compensated for rendering services to the corporation in any capacity while serving as Officers.

#### Section 8.7. Immediate Past Officers

An Officer exiting his/her position shall be considered immediate past Officer. Each immediate past Officer shall serve as advisor to the new equivalent Officer for up to three (3) months so to insure smooth transfer of power and executive functions. MACOOM shall not pay any compensation to the immediate past Officer for providing such advisory services to MACOOM.

Each immediate past Officer shall transfer within fifteen (15) days after the close of their term of office all records and files to the incoming Officer.

In the event that no successor has been identified after fifteen (15) days of an Officer position becoming vacant, then the immediate past Officer shall transfer all records and files to the Board of Directors.

## Article IX Committees

### Section 9.1. Committee Establishment and Composition

To establish any committee the Board of Directors shall adopt a resolution by the majority of the Directors to create such a committee. Unless explicitly stated in this article, each committee shall consist of one (1) or more Directors, the President or an Officer as delegated by the President, one (1) or more MACOOM members, and possibly one (1) or more designated non-members.

### Section 9.2. Selection of Committee Members

The Board of Directors shall choose the most qualified individuals, members and non-members, for each committee. In addition, the Board of Directors shall define the tasks of each committee and provide supervision to the committee members.

### Section 9.3. Committee Termination

Any committee, as created by the Board of Directors, may be disbanded by the Board of Directors through a resolution by the majority of the Board of Directors, when such a committee is unproductive, disruptive, and/or operating in violation of the mission and purposes of MACOOM or these By Laws.

### Section 9.4. Types of Committees

MACOOM shall have two types of committees, Standing and Special. Standing Committees are on-going, while Special Committees cease to exist upon completion of their specified tasks.

### Section 9.5. Standing Committees

As of the date of the establishment of MACOOM, Standing Committees shall include the Activities Committee, Youth Committee, Education Committee, Social Committee, and Nomination Committee. As MACOOM grows, the Board of Directors may create additional Standing Committees as needed, such as Property Committee.

#### 9.5.1. Activities Committee

The purpose shall be the planning and execution of activities of celebrations and recreations, including Eids, for the current year and over a short-term horizon not exceeding five (5) years.

#### 9.5.2. Youth Committee

The purpose shall be the planning and execution of youth programs for the current year and over a short-term horizon not exceeding five (5) years.

### 9.5.3. Education Committee

The purpose shall be the planning and execution of educational programs serving kids and adults for the current year and over a short-term horizon not exceeding five (5) years.

### 9.5.4. Social Services Committee

The purpose shall be the planning and execution of social services for the current year and over a short-term horizon not exceeding five (5) years.

### 9.5.5. Elections Committee

The purpose shall be the solicitation of nominees for vacancies of Board of Directors and Officers, the management of the elections, validation of ballots, counting votes, and authentication of election results. The Elections Committee shall be composed of three (3) members from the pool of members in good standing. No person seeking office shall serve as a member of the Nominations Committee. The members of the Elections Committee shall be selected by the Board of Directors. The members of the Elections Committee shall elect their own Chairperson.

### 9.5.6. Term of a Standing Committee

Members of a standing Committee shall serve for a two (2) years term, renewable for an additional two (2) years term to the same Standing Committee. When a member of an Standing Committee has served for two successive terms, he/she may not serve in the same Standing Committee for two (2) years. However, the said committee member may serve in any committee other than their past Standing Committee.

When an Officer or a Board of Director are leaving such a position while serving on a committee, he/she shall continue their term on the committee, unless they elect to end their service on the committee as well. If such an Officer or Board of Director intends to end their service on a committee, they shall notify the Board of Directors of such action at least thirty (30) days prior to the planned date of ending their service on the said committee.

When an Officer, or a Board Director, or a member is removed by action of the Board of Director while serving on a Standing Committee, he/she shall be considered de facto removed from the Standing Committee.

## Section 9.6. Special Committees

The Board of Directors may create Special Committees as needed. Some Special Committees shall be required to become active over intermittent periods of years, such as, By Laws Committee, Rules and Regulations Committee, Hiring Committee.

### 9.6.1. By Laws Committee

The purpose shall be the review of the By Laws, the draft of amendments to the By Laws, and the recommendation of any amendments in accordance with Article XX. The Bylaws Committee shall be composed of four (4) individuals. Two (2)

individuals shall be Board of Directors and the other two (2) shall be selected in accordance to Article IX, Section 9.1 from the pool of members in good standing.

#### 9.6.2. Rules and Regulations Committee

The purpose shall be the development of Rules and Regulations for the operation of MACOOM, the review of Rules and Regulations, the draft of amendments to the Rules and Regulations, and the Recommendations of any amendments in accordance with Article YY. The Rules and Regulation Committee shall be composed of six (6) individuals. Two (2) individuals shall be Board of Directors and the other four (4) shall be the Officers.

#### 9.6.3. Hiring Committee

When necessary for MACOOM operations, the Hiring Committee shall be established and comprised of three (3) individuals. Two (2) individuals shall be Board of Directors and one (1) individual shall be the President. The purpose of the Hiring Committee is the draft of job description, the announcement of the job opening, the interview of candidates, and the recommendations of specific actions to the Board of Directors. The Board of Directors is responsible for the hiring, setting compensation for, and supervising all personnel for pay.

#### 9.6.4 Fundraising committee.

The Fundraising Committee is responsible for establishing a fundraising plan and work with the Board of Directors to oversee its execution. The fundraising committee is also responsible for monitoring fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

#### 9.6.5. Other Special Committees

Definitions, purpose, composition, and all pertinent rules thereof of any Special Committee deemed necessary for the operation of MACOOM shall be specified and added to the Rules and Regulations of MACOOM by the Rules and Regulations Committee and in accordance with Article ZZ.

### Section 9.7. Committee Chair

Unless otherwise specified by the Board of Directors or in MACOOM Bylaws, the President shall appoint the Chair of all Standing and Special Committees.

### Section 9.8. Committees Business Procedures

All committees shall be subject to all the procedural rules governing the operation of MACOOM as stated in these By Laws and the Rules and Regulations.

## Article X. Meetings



## Section 10.1. Members Meetings.

### 10.1.1. Regular Annual Meetings:

The membership shall meet once a year during the month of December. The place, date and time of the meeting shall be established by the Board of Directors.

The annual meeting of the membership shall be chaired by the President.

At the annual meeting, the members shall elect Board of Director(s), receive reports on the activities and the finances of the corporation, determine the direction of the corporation for the coming year, and pass / reject any proposed changes to the membership dues, the By Laws, Rules and Regulations, and any item requiring the membership actions as stated in an announced agenda in accordance with these By Laws and/or the Rules and Regulations of MACOOM.

### 10.1.2. Special Meetings:

Special meetings may be called by the Board of Directors as the need for such meetings arise during the year.

### 10.1.3. Notice of meetings:

A notice of each meeting, regular or special, shall be posted on the organization site and communicated in writing to each member who is in good standing status, at least two (2) weeks prior to the date of the meeting. The notice of meetings shall include the place, date, time, and agenda of the meeting.

### 10.1.4. Quorum:

Regular Meeting: A quorum for the regular meeting shall consist of fifty (50) percent of the list of members who are in good standing status by December 1<sup>st</sup>.

If the quorum is not met for the regular annual meeting, the meeting shall be postponed and rescheduled four weeks later from the date of the postponed regular annual meeting. Such a rescheduled meeting shall be considered a Special meeting and subject to all the rules of Special meetings.

Special Meeting: A quorum for special meetings shall consist of thirty-three (33) percent of the list of members who are in good standing status by the first day of the month in which the special meeting is scheduled.

If the quorum of a special meeting is not met, the meeting shall be cancelled.

When such a circumstance occurs, the Board of Director shall request in writing by regular or electronic mail from the members resolutions of all matters on the agenda of the cancelled Special meeting that required voting or approval. The Board of Directors shall provide the said request to each member in good standing status no later than two (2) weeks from the date of cancelled Special meeting. Members shall return in writing by regular or electronic mail their resolutions no later than one (1) week from the date in which the Board of Directors sent out the request. Resolutions, actions, and elections are entered by majority rule from all the valid responses received. The Board of Directors shall document all



communications, resolutions, actions, voting, elections, and any pertinent information in this process and file them with the Secretary.

#### 10.1.5. Conduct of Meetings:

Regular and Special Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of MACOOM, Rules and Guidelines Manual of MACOOM, or with provisions of Minnesota State and Federal Laws.

#### 10.1.6. Voting:

All issues to be voted on, during Regular or Special meetings, shall be decided by a simple majority of those present at the meeting. In situations where a count is necessary, the board of directors is responsible for pre-determining a transparent process for collecting the votes and reporting the results.

### Section 10.2. Board of Directors Meetings

#### 10.2.1. Regular Meetings

The Board of Directors shall meet once a quarter. The place, date, and time of these meetings shall be set by the Board of Directors. No regular meeting of the Board of Directors shall be held by conference telephone or any similar communications equipment.

#### 10.2.2. Special Meetings

Any Director shall request a special meeting of the Board of Directors. Such a request shall be made in writing to the Chair of the Board of Director and filed as part of the minutes of the special meeting. The place, date, and time of a Special meeting shall be set by the Board of Directors. Any Special meeting of the Board of Directors may be held by conference telephone or any similar communications equipment.

#### 10.2.2. Notice of meetings:

Regular Meetings: The Chair of the Board of Directors shall communicate to each member of the Board of Directors in writing by regular or electronic mail the place, date, time, and agenda of the Regular meeting no later than thirty (30) days from the date of the meeting. In addition, Regular meetings of the Board of Directors shall be posted to the corporation web site.

Special Meetings: The Chair of the Board of Directors shall communicate to each member of the Board of Directors in writing by regular or electronic mail and/or by telephone the place, date, time, agenda of the Special meeting, and, if the meeting is to be held by telephone or web, instructions for participating in the meeting. In addition, Special meetings of the Board of Directors shall be posted to the corporation web site.

### 10.2.3. Waiver of Notice:

Any Board of Director may waive notice of any meeting. The waiver must be in writing, signed by the Board of Director, submitted to the Board of Directors, and filed with the minutes of meetings and the corporate records.

A Board of Director attendance at a meeting waives his/her right to object to lack of notice or defective notice of the meeting, except if the Board of Director states in the meeting that he/she objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

### 10.2.4. Quorum

MACOOM Board of Directors shall observe that a quorum is reached if at least fifty-one (51) percent of the Directors are in attendance.

### 10.2.4. Minimum Vote Requirements

A meeting at which a quorum is initially present may continue to transact business and discuss issues. All actions by the Board of Directors will be decided by a majority vote of the Directors at a meeting in which a quorum is present unless a greater number is expressly required by these Bylaws, the Articles of Incorporation of MACOOM, Rules and Guidelines Manual of MACOOM, or Minnesota State and Federal Laws.

### 10.2.5. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chair of the Board of Directors. In the Chair's absence, the meeting shall be presided by the Vice-Chair. The Secretary shall act as secretary at all meetings to take down the minutes.

Meetings of the Board of Directors shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of MACOOM, Rules and Guidelines Manual of MACOOM, or with provisions of Minnesota State and Federal Laws.

### 10.2.6. Adjournment

A simple majority of the Directors present may adjourn any meeting to another time and place.

### 10.2.7. Action without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the action. Each Board member shall be notified of the need for written consent without a meeting in writing by regular or electronic mail. Such notices and the signed written consents shall be filed with the minutes of the Board of Directors.

## Section 10.3. Officers Meetings

### 10.3.1. Regular Meetings

The officers of MACOOM shall meet regularly once a month. The place, date, and time of these meetings shall be set by the President. No more than one regular meeting per quarter of the Officers shall be held by conference telephone or any similar communications equipment.

### 10.3.2. Special/Urgent Meetings

The President may call for a special, or urgent, meeting within three days. The President shall inform the Officers in writing by electronic mail and by phone and file the request as part of the minutes of the special meeting. The place, date, and time of a Special meeting shall be set by the President. Any Special meeting of the Officers may be held by conference telephone or any similar communications equipment.

### 10.2.2. Notice of meetings:

Regular Meetings: The President shall communicate to each Officer in writing by regular or electronic mail the place, date, time, and agenda of the Regular meeting no later than seven (7) days from the date of the meeting. In addition, Regular meetings of the Officers shall be posted to the corporation web site.

Special Meetings: The Chair of the Board of Directors shall communicate to each member of the Board of Directors in writing by regular or electronic mail and/or by telephone the place, date, time, agenda of the Special meeting, and, if the meeting is to be held by telephone or web, instructions for participating in the meeting. In addition, Special meetings of the Officers shall be posted to the corporation web site.

### 10.2.3. Waiver of Notice:

Any Officer may waive notice of any meeting. The waiver must be in writing, signed by the Officer, submitted to the President, and filed with the minutes of meetings and the corporate records.

An officer attendance at a meeting waives his/her right to object to lack of notice or defective notice of the meeting, except if the Officer states in the meeting that he/she objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

### 10.2.4. Quorum

All Officers are required to attend the Officers meetings. Officers may miss the Officers meeting provided he/she submits to the President a valid reason for missing the meeting. No Officer shall miss two (2) consecutive meetings.

### 10.2.5. Conduct of Meetings

Meetings of the Officers shall be presided over by the President. In the President's absence, the meeting shall be presided by the Vice-President.

Meetings of the Officers shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of MACOOM, Rules and Guidelines Manual of MACOOM, or with provisions of Minnesota State and Federal Laws.

#### 10.2.6. Adjournment

The President may adjourn any meeting to another time and place.

## **Article XI. Transactions between MACOOM and Directors and/or Officers**

### Section 11.1. Transactions with Directors and Officers

There will be no financial transaction by MACOOM for the material benefit of any Director of the board, Officer, or Committee Member.

### Section 11.2. Loans to Directors and Officers

MACOOM shall not provide loans to any of its members, Officers, or Director of the board.

### Section 11.3. Duty of Loyalty

Every Board of Director, Officer, Committee Member, Advisor, and Employee owes MACOOM an absolute duty of loyalty. All Board of Directors, Officers, Committee Members, Advisors, and Employees shall refrain from disclosing any confidential information to third parties without the written approval of the Board of Directors.

## **Article XII. Indemnification of Directors and/or Officers**

### Section 12.1 Definitions

#### 12.1.1. Agent

Means any person who is or was an Officer or member of the Board of Directors of MACOOM

#### 12.1.2. Proceeding

Means any threatened, pending, or completed action or proceeding, whether criminal, civil, administrative or investigative.

### 12.1.3. Expenses

Includes without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an agent of MACOOM by reason of his position or relationship as agent.

## Section 12.2. Applicability of Indemnification Provisions

### 12.2.1 Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in Article 11, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

### 12.2.2 Unsuccessful Defense by Agent

If an Agent either settles any proceeding referred to in this Article 12, or any claim, issue, or matter therein, or sustains a judgment rendered against him or her, then the provisions of Articles 7 and 12 shall determine whether the Agent is entitled to indemnification.

## Article XIII. Indemnification & Insurance

The Board of Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of MACOOM.

The Corporation shall purchase and maintain such insurance or bonding as is deemed appropriate by the Board of Directors, to indemnify any Director, Officer, agent or volunteer of the Corporation against any liability asserted against or incurred by that individual, arising out of their status with the Corporation, so long as there is evidence that the individual acted in good faith and in a manner not opposed to the best interests of the Corporation, and with no reason to believe that their conduct was unlawful.

## Article XIV. Records and Reports

### Section 14.1 Records.

The Corporation shall keep correct and complete books and records of account, including all financial records, receipts, invoices; minutes of the proceedings of members of the Corporation, the Officers, the Board of directors, and Committees; the Corporation Bylaws, articles of incorporation, and Rules and Regulations Manual; and a record giving the names and addresses of the membership.

Records shall be kept at the registered or principal office, or at the residence of the Chair of the Board of Directors.

#### Section 14.2 Form.

All records to be kept and secured shall be in written form and up to two (2) digital copies shall be made and kept at a secure location to be determined by the Board of Directors.

#### Section 14.3 Inspection.

All books and records of the Corporation may be inspected by any member for any proper purpose, at a reasonable time, at the registered or principal office of the Corporation, and with two (2) members of the Board of Directors present at the inspection, after a written request stating the purpose for inspection has been received by the Board of Directors.

#### Section 14.4. Membership Records.

Notwithstanding the provisions contained elsewhere in this article, the Corporation shall maintain confidential membership records. Membership lists expressly reserved for the purposes of the Corporation and not be sold, lent or otherwise distributed.

#### Section 14.5. Annual Report.

The Board of Directors shall produce an annual report to be presented at the regular annual meeting of the membership. The annual report shall include the Statement of Financial Position (or Balance Sheet), Statement of Activities (or Revenues and Expenses), Statement of Cash Flows (or cash receipts and disbursements), and the Statement of Functional Expenses (Expenses by Function)

## ARTICLE XV. AMENDMENT OF BYLAWS

#### Section 15.1. General Amendments.

These Bylaws may be altered, amended, and the amended bylaws may be adopted by a two thirds majority vote of the Board at any regular or special meeting. At least 30 days' written notice to the membership shall be given of the intention to alter, amend, or repeal the existing Bylaws or to adopt new Bylaws at such a meeting.

##### 15.1.2. Procedure of Amendment.

An amendment to these Bylaws may be proposed by any member who is in good standing, any Officer, any Board of Director, any Committee as established in accordance with Article IX.

Any proposal of amendment shall be filled in writing with the Board of Directors. The Board of Directors shall form the Bylaws Committee no later than two (2) months from the date of receipt of the proposed amendment. The Special Bylaws

Committee once formed shall prepare a report to be submitted to the Board of Directors. The Board of Directors shall inform the membership in writing of the proposed amendment(s) in the notice of the regular annual meeting. At the annual regular meeting, the Board of Directors shall present the proposed amendment and the recommendation of the Bylaws Committee to the membership.

### 15.1.3. Voting.

These Bylaws may be amended by the affirmative vote of not less than two-thirds (2/3) of the members in good standing present and voting at the annual regular meeting.

### Section 15.2. Conforming Amendments.

The Board of Directors may change the Bylaws at any time in order to conform with appropriate Federal, State, and local statutes.

## ARTICLE XVI. EFFECTIVE DATE

These Bylaws shall be in full force and in effect upon the date of adoption at the first business meeting of the Board of Directors of the Corporation on the day of

\_\_\_\_\_

Certification of Original Bylaws:

I, \_\_\_\_\_ Secretary of MACOOM, a Minnesota non-profit corporation, hereby certify that the foregoing Bylaws, comprising 16 articles in 11 pages, were adopted by resolution of the Board of Directors of the Corporation at a meeting held on the \_\_\_\_ day of -----

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