

# Amended and Restated Bylaws of Bridge to Turkiye

## ARTICLE 1. OFFICES

**Section 1.1** Principal Office The principal office of the corporation shall be located in the State of North Carolina, County of Orange, or such other location as the Board of Directors may from time to time determine.

## ARTICLE II. BOARD OF DIRECTORS

**Section 2.1** Function All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the board of directors. The board of directors shall provide policy oversight to the operations of the corporation and shall have all powers provided in the North Carolina Non-Profit Corporation Act to carry out directly and indirectly the mission and purposes of the corporation as set forth or implied in the Articles of Incorporation.

**Section 2.2** Regular Meetings Regular meetings of the board of directors shall be held quarterly or at other times determined by the board, dates, times, and places to be set forth in the notice of the meetings given by the secretary.

**Section 2.3** Special Meetings Special meetings of the board of directors may be called by the chairperson of the board or at the request of the president or any two (2) directors. The date, time, and place for holding any special meeting of the board of directors shall be set forth in the notice of the meeting.

**Section 2.4** Notice

(a) Notice of any regular or special meeting including an attached agenda of items proposed for discussion shall be given by the person(s) calling for such meeting by 1) written notice delivered personally; 2) written notice mailed to each director at the latest address on file with the secretary of the corporation; 3) or by telephone or electronic mail.

(b) Notice of any regular or special meeting shall be given by the president or the secretary at least five (5) days prior thereto, by notice as set forth in subparagraph (a) above.

(c) Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 2.5** Number This corporation shall be managed by a board of not fewer than five (5) directors.

**Section 2.6** Chairperson A member of the board of directors shall serve as its chair upon election by the board as a whole. The chairperson shall serve at the pleasure of the

board. Such chairperson will preside over meetings of the board of directors, facilitate communication between board members and the officers and staff, and interact with institutional committees, partner organizations, and supporters.

*Section 2.7* Quorum A majority of the total number of members of the board shall constitute a quorum for the transaction of business at any meeting of the board of directors.

*Section 2.8* Manner of Acting The act of a majority of the directors present at a meeting at which a quorum is present shall be the controlling act of the board of directors. All members of the board may vote on all matters coming before the board for consideration. No member may vote by proxy.

*Section 2.9* Meetings Other Than Those In-person Any action that may be taken by the board of directors at a meeting may be taken without an in-person meeting provided all of the directors give written consent to the action. Any such action shall be in accordance with Session Law 2021-162 House Bill 320 of the General Assembly of North Carolina.

*Section 2.10* Duties of Directors A director shall perform his duties as a director in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

*Section 2.11* Election and Term Effective with board elections occurring in 2025, terms of members shall be three (3) years. As vacancies occur on the board, remaining members shall elect individuals to replace those whose terms are expiring. A majority of the remaining board of directors shall have the power to fill vacancies created by the expiration of a term or caused by the resignation or death of any director.

In addition, a vote of two-thirds (2/3) of the members of the board of directors in attendance at a meeting in which a quorum is present shall have the authority to remove members of the board of directors with or without cause, at any time.

*Section 2.12* Structural Changes The affirmative vote of two-thirds of the members of the board at a meeting at which a quorum is present shall be necessary in order to approve the dissolution of the corporation, or the merger, reorganization or sale of all or substantially all of the assets of the corporation.

*Section 2.13* Compensation Members of the board shall not be entitled to receive a salary for serving on the board of the corporation. However, members of the board shall receive reasonable reimbursement for travel and subsistence expenses incurred on behalf of the corporation upon request.

*Section 2.14* Executive Committee An executive committee elected by the board of directors is empowered to act on its behalf between meetings.

*Section 2.15* Committees The board of directors shall have authority to create, direct, and disband committees at its discretion to implement organizational resolutions, policies and programs.

## ARTICLE III. OFFICERS

*Section 3.1*    Number            The officers of the corporation shall be the president, vice-president, secretary, and treasurer (the secretary and treasurer may be the same person). The officers shall be elected by and shall serve at the pleasure of the board of directors and in addition to such powers, duties, and authorities prescribed by state law, the officers shall have such authorities and responsibilities as hereinafter provided.

*Section 3.2*    Election and Term of Office    The officers of the corporation shall be elected by the board of directors from within its membership. Each officer shall hold office until the end of his or her term as a member of the board.

*Section 3.3*    Removal            Any officer or agent may be removed by the board of directors whenever in its judgment, the best interests of the corporation will be served thereby.

*Section 3.4*    Vacancies            A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by any person appointed by the board of directors for the unexpired portion of the term of the vacated office.

*Section 3.5*    President            The president shall be the chief executive officer of the corporation and shall have all authority and power as would be conferred by law upon the office of the "president" of a corporation in accordance with N.C.G.S. §55 in the general and active management of the corporation, including but not limited to the following duties:

- (a)    executing legal documents on behalf of the corporation subject only to such limitations of authority as may be specifically imposed by these bylaws or by resolutions and policies of the board of directors;
- (b)    managing the day to day affairs of the corporation.

*Section 3.6*    Vice President            A Vice President shall assume the responsibilities and duties of the president should the president be absent. The Vice President shall assume such other duties as from time to time may be assigned to him or her by the president or the board of directors.

*Section 3.7*    Secretary            The Secretary shall have the duty and responsibility to:

- (a)    keep the minutes of the proceeding of the board of directors;
- (b)    see that all notices and agenda for meetings are duly given in accordance with the provisions of these bylaws or as required by law;
- (c)    in general, perform all duties incident to the office of the secretary and such other as from time to time may be assigned to him or her by the board of directors.

*Section 3.8*    Treasurer            The treasurer shall:

- (a)    have charge and custody of and be responsible for all funds of the corporation;
- (b)    receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all money in the name of the corporation in such banks, trust companies, or other depositories as selected by the board of directors; and
- (c)    in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the board of directors.

#### ARTICLE IV. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

*Section 4.1* Contracts The board of directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. However, excepting normal programmatic expenses and those for staff, all obligations, contracts, leases, promissory notes, debt instruments, and other documents creating an obligation on behalf of the corporation to pay consideration in excess of five-thousand dollars (\$5000) must be in writing and must be signed by the president (or such other officer as may be designated by a resolution of the board of directors ) upon the written approval by the board of directors.

*Section 4.2* Checks All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by the treasurer, the president, or such other person as may from time to time be designated by the board of directors.

*Section 4.3* Deposits All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

#### ARTICLE V. FISCAL YEAR

The fiscal year of the corporation shall begin on July 1 and shall end on June 30 of each year.

#### ARTICLE VI. AMENDMENTS

These bylaws may be amended by the board of directors in any regular or special meeting of the board of directors only by the affirmative vote of two-thirds (2/3) of all members of the board of directors. In no case, however, shall any bylaw or resolution have the effect of allowing the corporation to engage in activities which are not permitted under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE VII. CONFLICTS OF INTEREST

The corporation shall not enter into any contracts with any entity which a director either directly or indirectly has a material financial interest except by vote of the board of directors after full disclosure by the interested director. The interested director shall not be entitled to vote on the matter. For the purposes herein, a direct material financial interest shall include any equity/ownership by the director in such other entity and any equity/ownership by a member of the immediate family of such director in such other entity. A director has an indirect material financial interest in a transaction if either: (a) another entity in which such director has a material financial interest, is a party to the transaction, or (b) another entity of which he is a director, officer, or trustee is a party to the transaction.

#### ARTICLE IX. INDEMNIFICATION

Except in such cases where specifically prohibited by N.C.G.S. §55, the corporation shall indemnify, defend, and hold its directors and officers harmless against all proceedings, claims, actions, liabilities, and expenses to the full extent permitted by law.

No person who is serving or has served as a director in the corporation shall be personally liable to the corporation for monetary damages for breach of duties of a director, except for liability with respect to: (i) acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interest of the corporation, (ii) any transaction from which the director derived an improper financial benefit, or (iii) acts or

omissions with respect to which the North Carolina Non-Profit Corporation Act (as the same may be amended from time to time) does not permit limitation of liability.

***Approved by the Bridge to Turkiye Board of Directors at its May 15, 2022 meeting. Subsequently, Article II, Section 2.11 Election and Term was changed by the board at its November 10, 2024 meeting to authorize three year terms for members elected in the future.***