

By-laws of Saint George Sikousis Syllogos, Ltd

Chapter 1st - NAME, OBJECTIVES, SEAT, SEAL AND FISCAL YEAR

Article 1

Name and objectives: Both the name and objectives of the Corporation are stated in its corresponding Articles of Incorporation.

Article 2

Purpose: The corporation is organized exclusively for charitable, religious, educational, and scientific purposes. The specific purpose of this organization is to establish, develop, fund, and support educational and charitable activities for the benefit of the village of Agios Georgios Sikousis, located on the island of Chios, Greece. The activities and programs of the foundation will include providing scholarships for Agios Georgios Sikousis students, building and restoring public buildings and/or infrastructure, public collections of social, historical, and cultural significance, supporting and promoting the preservation of Agios Georgios Sikousis art and culture. In addition we will fund educational and cultural programs for the Agios Georgios Sikousis diaspora.

Article 3

Registered Office: The Corporation's registered office will be initially situated in New York at the Chian Federation at 44-01 Broadway, Astoria, NY 11103, according to the provisions of the Articles of Incorporation. The Administrative Board may change the address of the registered office within the area of the New York State. Such change will be valid upon a notification of the relevant decision to the Secretary of the New York State. Meetings of the Board of Directors (BOD) not held at the registered office of the Corporation including meetings within or without the New York State are effective.

Article 4

Corporation's Seal: The Corporation has a normal size round seal incorporating the words Saint George Sikousis Syllogos, Ltd in a circular layout with the year of establishment also listed. A representation is shown below. The Board of Directors may modify the Corporation's seal adopting a new one.



Article 5

Fiscal Year: Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation coincides to the calendar year and will be completed on December 31st each year.

Chapter 2nd - MEMBERSHIP, DUES AND VOTING RIGHTS

Article 6

Eligibility for membership: Application for voting membership shall be open to anyone that supports the purpose statement in Chapter 1, Article 2. Membership is granted after completion and receipt of a membership application and annual dues.

Article 7

Annual dues: The amount required for annual dues for an individual shall be **\$40** each year and for a family (Spouses and Children up to the age of 18) shall be **\$60** each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Article 8

Rights of members: Each member shall be eligible to one vote. The Membership list cannot be used for any other purpose than the stated purposes of the organization and will not be shared, disseminated or otherwise used for any other purpose.

Article 9

Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Article 10

Intentionally Left Blank

Chapter 3rd - MEETING OF MEMBERS

Article 11

Regular meetings: Regular meetings of the members shall be held biannually, at a time and place designated by the chair.

Article 12

Annual meetings: An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors for the board of directors, receive reports on the activities of the association, and determine the direction of the association for the coming year. The annual meeting can be considered one of the Regular Meetings designated in Article 11.

Article 13

Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by ten percent of voting members may also call a special meeting.

Article 14

Notice of meetings: Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting. This should be supplemented by email, posting on Facebook and other social media as well as on the organizations website currently located at www.sikousis.org

Article 15

Quorum: The members present at any properly announced meeting shall constitute a quorum.

Article 16

Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Chapter 4th - BOARD OF DIRECTORS, POWERS AND REPRESENTATION

Article 17

Representation: The Corporation is represented before any Judicial, Administrative or Public Authority of any degree and jurisdiction with regard to all its relations with third parties (individuals or legal entities), by the President of the Board of Directors; when absent or impeded the President is replaced by the Vice President and when the latter is absent or impeded by the General Secretary and when the latter is also absent or impeded, by any Member of the Board of Directors.

Article 18

Board role, size, and compensation: The board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 10, but not fewer than 6 members. The board receives no compensation.

Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Article 19

Board of Directors.

(a) All elected and selected Members of the Board of Directors shall meet on the same day as the general election, and, following a secret vote, they elect the President, the Vice President, the General Secretary and the Treasurer who will form the Executive Committee of the Corporation. These officers and positions shall be announced to the assembled members.

(b) The Members of the Board of Directors serve in the Office for a period of two (2) years starting the following day of their election. All Members of the Board of Directors, both Ordinary and Alternate, can be re-elected.

(c) The newly elected Board of Directors invites the previous Board and receives from the latter the existing files, seals and all other properties of the Corporation.

Article 20

Meetings of the Board of Directors.

(a) The Board of Directors meets after an invitation of its President who has to regularly convene it once every 3 months, while it holds an extraordinarily meeting whenever the Executive Committee deems it necessary, or after a written application is submitted bearing the signatures of at least 3 Board Members stating all issues of the agenda.

(b) The Board of Directors meets and legally taking decisions, provided that half the number of its Members plus one are either present or represented, while, in any case, the number of the present Members cannot be less than four (4). A Member may participate in a Meeting of the Board of Directors by means of a conference telephone or via video call. A person so participating shall be counted in the quorum and be deemed to be present at the meeting and shall be entitled to vote on any decision taking. Any resulting fraction is omitted for the definition of the quorum in the Board meeting. A Member may represent another Member during a Meeting of the Board of Directors, provided a written authorization is submitted referring to the particular Meeting and the specific subject or subjects which the absent Member wishes to be represented and participate. All decisions are taken on a majority. In case of an equal number of votes, the vote of the President prevails. All decisions of the Board of Directors taken on a majority, even in cases where Member or Members, are absent bind all Members of the Board.

(c) Every Member of the Board of Directors being unjustifiably absent from five consecutive Meetings of the Board, forfeits from its office and is replaced by the first alternate Member.

(d) For all Meetings of the Board of Directors, detailed Minutes are being kept by the General Secretary and registered at the Minutes' Book.

(e) At the beginning of each Meeting, the Minutes of the previous Meeting are read and ratified.

Article 21

Powers of the Board of Directors. The Board of Directors is the Administrative Body of Corporation having the following powers:

- It administers and manages the affairs and property of the Corporation
- It judges and determines upon any issues referring to the Corporation's objectives.
- It duly performs all resolutions of the General Meeting and takes any necessary measure for the uplift and promotion of the Corporation
- It evaluates and determines the donation, contribution or other financial aid towards the establishment, development, subsidy and support of both educational and charity programs for

the benefit of the Village of Agios Georgios Sikousis situated at Chios Island, in Greece, according to the terms and restrictions provided by the Articles of Incorporation of the Corporation.

Any issue concerning the Corporation is determined by the Board in accordance with the Articles of Incorporation and if no such provision exists therein, then the Board makes its decision in accordance with the General Law of nonprofit Corporations of State of New York.

For all Meetings of the Board, appropriate Minutes are being kept by the General Secretary; These are recorded at a separate book, where all taken decisions are also being entered.

Article 22

Responsibilities of the Members of Board of Directors.

(a) The Members of the Board of Directors are personally and jointly responsible for the accomplishment of their obligations deriving from the Articles of Incorporation, the By-Laws and the resolutions of the General Meetings.

(b) Nevertheless, the Members of the Board of Directors are not personally liable for any debt, responsibility or commitment of the Corporation. All individuals, legal or other entities which provide credits or entering into contracts with the Corporation or have claims against it, may proceed to recover the corresponding debts, damages, judicial decisions or any monies due only from the Treasury and the Corporation's property.

Chapter 5th – BOOKS

Article 23

Books kept by the Board of Directors. The Board of Directors is to keep the following books (computerized or not).

Administrative.

- Book on incoming and outgoing documents.
- Corporation Membership Register Book.
- Books of Minutes and Decisions of the General Meeting.
- Books of Minutes and Decisions of the Board of Directors

Financial.

- Book of receipts and expenses.
- Financial Statements.

Chapter 6th - OFFICERS OF BOARD OF DIRECTORS

Article 24

President

The President of the Board of Directors represents the Corporation both judicially and extra-judicially before any Administrative Authority of any degree and jurisdiction, while he files, as necessary, all regular and extraordinary legal remedies. He calls and presides all Meetings of the Board of Directors and the General Meetings, he proposes issues for voting, he invites a

Member to present his ideas, while he can interrupt any misbehaving Member, he opens a Meeting and declares a Meeting closed, he co-signs all correspondence with the General Secretary and co-signs all payment orders with the Treasurer.

He is responsible for the decisions of the Board of Directors and the General Meetings to be accomplished and he examines at any time both the Treasure and the administration Books. He is also responsible against the General Meeting for any falsification of its decisions and the Minutes thereof.

He recommends to the Board of Directors the appointment of Attorneys-at-Law who, will process the legal affairs of the Corporation.

Article 25

Vice President

When the President is absent or impeded, he is replaced by the Vice President as to all his duties and authorities.

Article 26

General Secretary

The General Secretary keeps both the seal and the files of the Corporation, prepares and co-signs with the President all outgoing correspondence, he keeps a Book on all incoming and outgoing documents, keeps a Membership Record, he is exclusively responsible for keeping the Minutes of Meetings of both the Board of Directors and the General Meeting. When the General Secretary is absent or impeded, he is replaced by the Vice President or the Treasurer.

Article 27

Treasurer

The Treasurer is responsible to make any money collection against issuing duplicate receipts, the original of which is given to the paying party and the copy remains on the stub; he will also keep a detailed Treasury Log and other auxiliary Books. The money collection will be made against issuing legal vouchers, i.e. collection receipts, whereas payments will be made against receipts or other legal vouchers as per the applicable Law.

The Treasurer will bear the responsibility of the total financial administration of the Corporation and of implementing the decisions of the General Meeting, the Board of Directors and the terms of Articles of Incorporation.

He is responsible for any monetary loss, as well as any financial discrepancy during his administration, committed either by himself or by persons of his choice and trust. Collection of money due to the Corporation from contributions or other cause, can, by decision of the Board of Directors, be assigned to debt-collectors, whose compensation is determined by the Board of Directors.

The Treasurer may have in his possession an amount of cash as determined by the Board of Directors, while he deposits the balance of money to the account (s) held in the name of the Corporation in one or more well established Banks designated by the Board of Directors.

For any money withdrawal there must be always two signatures, of which the one to be the President's, while the other might be either the Treasurer's or any other Member of the Board of Directors.

The Treasurer prepares the Annual Report on every fiscal year, as well as the budget for the new fiscal year and presents it to both the Board of Directors and the General Meeting. When the Treasurer is absent or impeded, he is replaced by a Member appointed by the Board of Directors.

Chapter 7th - COMMITTEES

Article 28

Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board chair appoints all committee chairs. All committees may include board members and regular members of the organization.

Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The executive committee also conducts the election for directors at the annual meeting every October. Rules for Candidacy and Elections shall be sent to Members in the same Mailing that contains notification of the meeting.

Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Chapter 8th – MODIFICATIONS AND DISSOLUTION

Article 29

Modification of By-Laws

Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

Article 30

Dissolution of the Corporation

Subject to the provisions set out in the Articles of Incorporation, the Corporation may be dissolved at any time following a resolution of the General Meeting especially convened, where at least the 3/4 (three fourths) of the Ordinary Members having voting rights are present in person or by proxy, whilst the resolution is taken by a majority of 3/4 (three fourths) of the present Members with voting rights. The Corporation's property after its dissolution is not distributed among its Members, but it is transferred to the Village of Agios Georgios Sikousis or to the one or more Corporations or similar Associations of the Village of Agios Georgios Sikousis, elected by the General Meeting.

Article 31

Final Provision

The present By-Laws, as amended, comprising of 31 Articles in total, was approved by the Board of Directors of the Corporation, and being adopted by the Constitutional General Meeting held on 7/17/17 is becoming effective from 8/1/17 as the Official By-Laws of Saint George Sikousis Syllogos, Ltd, whereas any previous By-Laws is determined annulled.