

BYLAWS OF THE ETHIOPIAN EDIR MUTUAL ASSISTANCE ASSOCIATION



Amended in June 2025

**BYLAWS OF THE ETHIOPIAN EDIR MUTUAL ASSISTANCE ASSOCIATION
IN NEW YORK INC. (EEMAA)**

**ARTICLE I
NAME, LOCATION, AND STATUS**

Section 1. Name. The name of the Association is Ethiopian Edir Mutual Assistance Association in New York, Inc. (EEMAA).

Section 2. Location. The Association shall maintain its office within the City, County and State of New York.

Section 3. Legal Status. EEMAA is a non-profit and a non-partisan organization incorporated in the State of New York. The Association shall not be conducted or operated for profit.

**ARTICLE II
PURPOSES**

The objectives and purposes of EEMAA shall be the following:

- a) Collect contributions and administration fees from members.
- b) Disburse funds to members or their families to carry out burial services and related ceremonies in the event of the death of a member or a family member of a member. *For the purpose of these bylaws, the term "family member" includes: member's spouse and children under the age of 22.*
- c) Give moral support and service to the bereaved by assigning members to assist the household in the ritual ceremonies related to the death of a member or the family member of a member.
- d) Establish and maintain good relations among members at all times.
- e) Strengthen the cultural and social relations among members and their families by organizing reunion events.
- f) Sponsor cultural, educational and social event to foster and enhance better communication and understanding in the community.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership. All Ethiopians and any person of Ethiopian heritage or their spouses are eligible to be members of EEMAA.

Section 2. Membership Initial Residency Requirement. Membership shall be residents of the New York Metropolitan area at the time they join EEMAA.

Section 3. Members' Relocation. Members who relocate to other locations can retain their membership as long as they abide by the Bylaws of the Association.

Section 4. Class of Members. The Association shall have only one class of members. No member shall hold more than one membership in the Association. All members shall have the same rights, privileges, restrictions and conditions.

Section 5. Right of Members. Members shall have the right to attend and vote at all general and special meetings of members, to nominate and vote for, to be a candidate for the Board of Directors of the Association, to be an officer of the Association, to nominate candidates for membership in the Association.

Section 6. Resignation of Members. Any member may resign from the Association by submitting a written resignation to the Chairman or the Secretary of the Association.

Section 7. Termination of Membership. (1st Amend.)

- a) A member can be terminated from the Association for nonpayment of the Association's dues, and/or noncompliance with the Association's bylaws (the "Membership terms").
- b) A member whose membership has been terminated can be reinstated upon a majority vote by the Board of Directors. In order to seek reinstatement of his/her membership, the member shall pay all outstanding dues/fees and penalties and be physically present at a board meeting taking place within ninety (90) days of the termination effective date. A member is only eligible for reinstatement one (1) time; if they are in breach of the membership terms after having been reinstated, their membership will be terminated indefinitely.
- c) The right of a member to vote and all his or her rights, title, and interest in the Association shall cease on the termination of membership.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Number. The association shall have **nine** directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications. Directors shall be of the age of majority in this state.

Section 3. Duties. It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;

Section 4. Election and Term of Office of the Board of Directors.

- a) One-half of the Board of Directors shall be elected at each annual meeting.
- b) Each director shall hold office for a period of **three (3)** years and until his or her successor is elected and qualifies.
- c) A Board member who has served two consecutive terms on the Board can be considered for the Board only after serving on the Advisory Board of the Association for at least one year.
- d) When a Board member withdraws from the Board before completing his or her term, a replacement will be determined by the Board. Consideration may be given to those who got the next highest vote at the last election.

Section 5. Compensation. Directors shall serve without compensation. However, they shall be allowed a reasonable reimbursement for expenses incurred in the performance of their duties.

Section 6. Place of Meetings. Meetings shall be held at the principal office of the Association unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors and also virtually.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Chairperson of the Association, or by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the Association or, if different, at the place designated by the person or persons calling the special meeting.

Section 8. Notice of Meetings

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of the law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) **Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.
- b) **Special Meetings.** At least one-week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 9. Quorum for Meetings

A quorum shall consist of **five** members of the Board of Directors.

Except as otherwise provided under the Certificate of Incorporation, these Bylaws or provisions of the law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 10. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chairperson of the of the Association or, in his or her absence, by the Vice Chairman of the Association or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting.

Section 11. Vacancies. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Unless otherwise prohibited by the Certificate of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors, then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 12. Non-liability of Directors. The directors shall not be personally liable for the debts, liabilities or other obligations of the Association.

ARTICLE V
OFFICERS

Section 1. Officers of the Association

The officers of the Association shall be the Chairman, Vice Chairman, First Secretary, Second Secretary, Treasurer and not inconsistent with these bylaws may be appointed as determined by the Board.

Section 2. Election and Term of Office. Officers shall be elected from the Board of Directors of the Association for a period of three years.

Section 3. Duties of the Chairman. The Chairman shall preside at all meetings of the Board and general meeting of the Association. He or she shall have, and exercise general charge and supervision of the affairs of the Association, and shall perform such other duties as may be assigned to him or her by the Board.

Section 4. Duties of the Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or disability of the Chairman, act as committee coordinator, collect reports, consult with Committee Chairpersons, and shall assume other

responsibilities as needed, assigned by the Chairman. The Vice Chairman shall be responsible for coordinating special projects and programs of the Association.

Section 5. Duties of the First Secretary. The First Secretary shall keep records of all proceedings, send out meeting notices and minutes, and respond to the requests of members for documents.

Section 6. Duties of Second Secretary. The Second Secretary shall perform duties of the First Secretary in the absence or disability of the First Secretary.

Section 7. Duties of the Treasurer. The Treasurer shall collect monies from dues and contributions, pay out monies for expenses that the Association has incurred, maintain custody of financial records, property, and securities of the association subject to such regulations as may be imposed by the Board.

Section 8. Duties of the Deputy Treasurer. The Deputy Treasurer shall perform the following duties of the Treasurer in the absence or disability of the Treasurer, collect dues, issue receipts, deposit funds in the Association's account.

Section 9. Advisory Council (1st Amend.)

- a) An Advisory Council shall be drawn from former Board Members of the Association. The initial directors, incorporators and Board members who served the Association in different capacity when EEMAA was incorporated will serve in the newly formed Advisory Council. The outgoing Chair shall immediately serve in the Advisory Council for three years or until his or her successor is elected and qualifies.
- b) The total number of the Advisory Council members shall not exceed 5.
- c) The Advisory Council member shall serve for a period of three years and until his or her Successor elected and qualifies.
- d) One-half of the Advisory Council shall be selected every three years by the Board of Directors.
- e) If an Advisory Council member withdraws from the Council before completing his or her term, a replacement will be determined by the EEMAA Board. Consideration will be given to those who got the next highest vote at the last election

Section 10. Duties of the Advisory Council

- a) Annually, the Advisory Council provides a refresher course on the Bylaws, Administrative Regulations and the Accounting System of the Association to the newly formed Board. The Advisory Council members will provide advice and counsel to the Board as necessary.
- b) The Advisory Council shall not participate in the Board meetings and have no voting power. The Chair or members of the EEMAA Board are permitted to ask for assistance or input from the Advisory Council at any time.

- c) If there are issues fulfilling any of the Association's commitments as set forth in the Bylaws and Administrative Regulations, for example, conducting a yearly audit, IRS filing and holding annual general assembly meetings, the Advisory Council may assist the Board in resolving the issues.

ARTICLE VI
MEETINGS OF THE ASSOCIATION

Section 1. Meetings of Members.

- a) Meeting of members shall be held at such location in New York to be decided by the Board of Directors. In the event that in-person meeting cannot be held, the meeting will be held virtually. **(2nd Amend.)**
- b) Two regular meeting of members shall be held annually. The first meeting shall be held the **3rd week of February**, and the second meeting shall be held no later than the **first Sunday in June**.
- c) Special meetings shall be held on the call of the Chairman.
- d) Election of nominating Committee shall be held at the first annual meeting.
- e) Election of an auditor shall be held online before the second annual meeting. **(1st Amend.)**
- f) Election of Board members shall be held online before the second annual meeting. **(1st Amend.)**

Section 2 Quorums of the Association

- a) A simple majority of the eligible members of the Association shall constitute a quorum.
- b) A quorum must be present to transact business at regular and special meetings of the Association.

Section 3. Presiding Officer. The Chairman shall preside at all meetings. If he/she is unable to perform this duty, the Vice Chairman shall preside.

Section 4. Voting

- a) Members shall have the right to vote for each Board member.
- b) In the instance that elections of Board members and officers are conducted at an in- person meeting or virtually, the vote shall be conducted through either a paper secret ballot or through electronic secret ballot. All other business voted for during an in- person meeting shall be conducted by voice, show of hand, paper secret ballot. If such business is being conducted via a virtual meeting, then votes will be conducted through electronic secret ballot. **(1st Amend.)**

- c) Voting on all business shall be by active members in attendance.

Section 5. Parliamentary Procedure

All meetings shall be conducted according to Robert's Rules of Order, revised, to insure minority rights and parliamentary procedure, in so far as they are not inconsistent with the Certificate of Incorporation, these bylaws, or with provisions of the law.

ARTICLE VII NOMINATION AND ELECTIONS

Section 1. Nominations (2nd Amend.)

- a) An Election Committee of three people shall be elected at the first in person annual meeting of the Association or, if held virtually through the platform being used. The Election Committee may also solicit and include additional nominations from the general membership that may not have been at the meeting.
- b) Nomination of Board members and an auditor shall be conducted from the floor at the first annual meeting, or, if the first annual meeting is held virtually, through the platform being used.
- c) The Election Committee shall present a slate of candidates to all members online before the second annual meeting for the election of Board members and an auditor consisting of nominees by the membership and any other candidates drafted by the Committee itself. **(1st Amend.)**

Section 2. Elections (1st Amend.)

- a) The election of Board members and an auditor shall be held online before the second annual meeting of the Association. **(1st Amend.)**
- b) The Chairperson of the Election Committee shall conduct the election
- c) Voting shall be by secret ballot.
- d) Candidates who receive the top votes shall fill the open vacancies created by the retiring Board members and an auditor.
- e) The newly constituted Board shall assume its duties within a period not exceeding 15 days from the time of the election.

Section 3. Election, Duties & Responsibilities of EEMAA Auditor

- a) The Auditor of EEMAA shall be elected for a term of **five** years by Edir General Assembly and shall continue to serve until his/her successor is elected. The auditor is eligible for reelection for a second term.

- b) Every **five** years the Election Committee shall present two candidates, who have the requisite auditing qualifications, for election and one auditor shall be elected by majority vote of the General Assembly of EEMAA.
- c) The Auditor submits the draft audit report and his/her findings and recommendations to EEMAA Board and the final report to the General Assembly of members annually.
- d) The Auditor conducts audits of all financial transactions and of all accounts and assets owned by EEMAA.
- e) The Auditor assists the transition from exiting to the newly elected Treasurer.
- f) The auditor has a right of access during the annual audit to all records, documents, computer systems and accounts and is entitled to require such data from the Treasurer and or EEMAA Board to enable him/her to provide accurate Audit report as required. The Treasurer and officers of EEMAA Board, are expected and are required to comply with the auditor's request to access such information that the auditor believes will help him/her to provide an accurate audit report.
- g) The auditor shall sign for acquiring any document of the Edir and be responsible for returning all documents he/she acquired for auditing purposes within a week from completion of the audit report.

ARTICLE VIII
COMMITTEES OF THE ASSOCIATION

Section 1. Standing Committees. The standing committees of the Association shall be the Executive Committee, Funeral Services Committee, Social Committee, Legal Committee, Membership Committee, Finance Committee and Advisory Committee.

Section 2. Special Committees. Special Committees may be established as required.

Section 3. Committee Chairperson. Committees shall appoint their own chairpersons.

ARTICLE IX
FISCAL

Section 1. Check Authorization. Except as otherwise determined by resolution of the Board, or as otherwise required by law, checks for the payment of money and other evidence of indebtedness of the Association shall be signed by any two of the following officers of the Association: the Chairman, the Vice Chairman and the Treasurer.

Section 2. Fiscal Year. The fiscal year of the Association shall be the calendar year. An audited written financial report shall be distributed to the general membership at the second annual meeting.

Section 3. Business Calendar. The business calendar of the Association shall be July first to June 31st of the following year.

ARTICLE X

MAINTENANCE OF RECORDS

The Association Shall Keep all records at Its Principal Office:

- a) Minutes of all meetings of the Association and its committees shall be kept. It should indicate the time and place of holding such meetings, whether regular or special, how it is called, the notice given and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of receipts and disbursements including accounts of its properties, assets, liabilities, receipts, disbursements, gains and losses; and net assets;
- c) A record of its members, indicating their names and addresses and the termination date of any member;
- d) A copy of the corporation's Certificate of Incorporation and Bylaws as amended to date; internal regulations and audit final report of the Association shall be open to inspection by the members of the Association at all reasonable times.

ARTICLE XI

AMENDMENT

Section 1. By The Board. The Board of the Association shall have the power to initiate alterations, amendments or repeals of the Bylaws of the Association by affirmative vote of a majority of the Board, and to propose action for a decision at a regular or special meeting of the Association.

Section 2. By Members.

- a) Any member has the right to initiate alterations, amendments or repeals of the Bylaws of the Association at the annual meeting of the membership.
- b) 30% of the members can petition to initiate alterations, amendments or repeals of the Bylaws of Association and shall request the Board to convene a special meeting.

Section 3. The Bylaws may be altered, amended, or repealed at a regular meeting of members of the Association by 2/3 vote of all the members represented in person, provided that the proposed action is inserted into the notice of such a meeting. **Further in**

urgent situation, the amendment, alteration or repeal could be carried out by proxy mail ballot vote.

ARTICLE XII
DISSOLUTION

The Association may be dissolved by a 2/3 vote of the general membership. Upon dissolution of the Association by 2/3 vote of the general membership, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of eight pages, as the Bylaws of this Association.

Date:

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Woldeyesus G. Mariam

Abate Sertsewold

Kifle Tesfaye

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These bylaws were unanimously adopted by the general membership at its regular meeting on April 22, 2007. Subsequently Article III Section 2 "Membership Initial Residency Requirement" was amended to the current one shown above to satisfy IRS requirement upon IRS request.

Amendments to the Bylaws:

Article II, Section (b), Article XI, Section (3) – passed by unanimous vote of members at the 1st General Assembly, April 10, 2011.

Article VI, Section (b), passed by a majority vote of members at the 1st General Assembly, April 1, 2012.
Article V, Section 9 amended to the current one and Section 10 added – passed by overwhelming majority vote of members at the 1st General Assembly Meeting, February 25, 2018.

Article III, Membership, Section 7, (a) & (b), passed by majority vote of members at the 1st General Assembly, Feb 24, 2019.

Article VII, Section 1 & 2, and the new addition Section 3, passed by a majority vote of members at the 1st General Assembly, Feb 24, 2019.

Amendments Approved by Members at the 1st GA meeting, February 28, 2021

Article VI - Meetings of The Association

Section 1. Meeting of Members – additional sentence to item (a)

Section 4. Voting – item (b)

Article VII - Nomination and Elections

Section 1. Nominations

Amendments Approved by Members at the 2nd GA meeting, June 8, 2024

Article IV, Section 1, reducing the number of directors to nine (9)

Article IV, Section 4 (b), increasing the period of service to three (3) years

Article VII, Section 3 (a), increasing the period of service of auditor of EEMAA to five (5) years, and
Section (b) increasing the period of election of auditor to every five (5) years

Amendments Approved by Members at the 2nd GA meeting, June 14, 2025

Article VI, Section 1 (a), expanding the reasons for not holding in-person meetings

Article VI, Section 1 (e), on having elections online and before the second annual meeting

Article VI, Section 1 (f), on having elections online and before the second annual meeting

Article VII, Section 1 (c), on having elections online and before the second annual meeting

Article VII, Section 2 (a), on having elections online and before the second annual meeting