

**THE HELLENIC AMERICAN PROFESSIONAL SOCIETY OF CALIFORNIA
CONSTITUTION & BY-LAWS**

ARTICLE I: NAME

The name of this organization shall be:

THE HELLENIC AMERICAN PROFESSIONAL SOCIETY OF CALIFORNIA

ARTICLE II: OBJECTIVES

The objectives of this Society shall be:

To organize, promote and sponsor cultural, artistic, intellectual and educational activities for the benefit of its members and for the public, both at the local and national levels; to cultivate the spirit of professional and social cooperation among its members and to promote friendship among the professional people of Hellenic descent; to encourage and promote education among people of Hellenic descent throughout the United States; to provide speakers, visual aids and literature regarding Hellenic culture and language to interested groups within the State of California; to extend all possible assistance to newly arrived professional people of Hellenic descent.

ARTICLE III: MEMBERSHIP

Section 1: Qualifications for and Rights of Membership:

1. **Active Membership** is restricted to persons of Hellenic descent who support the objectives of the Society and upon whom there has been conferred a baccalaureate degree, its equivalent or higher degree from an accredited college or university and are residents of the Greater San Francisco Bay Area.
2. **Guest Membership** is restricted to persons meeting the qualifications as set forth in Article III, Section 1, Paragraph 1, but whose residence in the San Francisco Bay Area shall be for a period of less than one year. Guest Members may participate in all activities of the Society, but they shall not be eligible to serve as a director, to hold office, or to vote.
3. **Associate Membership** is defined in three categories:
 - a. Husbands or wives of Active or Guest Members. Associate members in this category may participate in all activities of the Society and shall be eligible to vote, but may not serve as a director or hold office.
 - b. Students of Hellenic descent who are enrolled in an accredited college or university; and who are actively working toward a baccalaureate or graduate degree in the Liberal Arts or a profession. Associate members in this category may participate in all activities of the Society and shall be eligible to vote, but may not serve as a director or hold office.
 - c. Individual Phillhellenes who are not of Hellenic descent and who satisfy all requirements of Active Membership. Associate members in this category may participate in all activities of the Society and shall be eligible to vote, but may not serve as a director or hold office.
4. **Honorary Membership** may be awarded or revoked by secret majority vote of the Executive Board, at the request of an Active Member. Honorary Members shall not be subject to payment of dues or assessments; they shall not be eligible to serve as a director, to hold office, or to vote.

Section 2: Application for Membership:

An applicant for any category of membership shall submit his or her qualifications in writing to the Secretary upon such form or forms as shall be furnished by the Society. All applications shall be submitted to the Executive Board for review and final approval.

Section 3: Termination of Membership:

Membership in the Society may be terminated by the member himself or herself in a signed letter of resignation. The resignation shall take effect on the effective date specified by the director tendering his or her resignation, or otherwise on the date of receipt of the notice of termination by the Corresponding Secretary. Termination of membership for cause shall be initiated by a complaint duly signed by five active members in good standing and filed with the Recording Secretary. The member proposed to be terminated shall be notified in writing at least seven days before the date of the hearing of the complaint by the Executive Board, notifying said member of the date and place of said meeting so that said member may appear to defend himself or herself. Termination of membership for cause shall be by a three-fourths vote of the members of the Executive Board present at the hearing.

Section 4: Dues

There will not be an initiation fee for membership. University or college students are eligible for Associate Memberships. Dues shall be set by a majority vote of the Executive Board at a meeting at which a quorum is present. There will be no dues payable by Guest Members or Honorary Members.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers

Subject to the provisions of law, the provisions of the Society's Constitution & Bylaws, and the rights of the members of the Society, the affairs of the Society shall be managed and all powers shall be exercised by, or under the direction of, a Board of Directors. The directors may have the books and accounts audited annually, or more often, at their discretion and shall report their findings to the membership at the annual meeting.

Section 2. Number, Tenure and Qualifications

1. The Society shall have not less than seven (7) or more than fifteen (15) directors. The exact number within the specified limits shall be fixed by the Active and Associate Members of the Society, which shall elect or appoint all directors except the immediate past President at the annual meeting of the Society.
2. The term for each director shall be two years, commencing on January 1 and continuing until December 31 of the second year thereafter. The terms of the directors shall be staggered so that one-half of the directors are elected in even-numbered years and one-half of the directors are elected in odd-numbered years. The directors serving as of the date of adoption of this amendment of the Bylaws shall be divided by lot into two groups of directors, with one half serving until December 31, 2009 and one-half serving until December 31, 2010. Thereafter, directors shall be elected for and shall serve for respective two-year terms in accordance with these bylaws. Directors, except for the immediate past President, may be re-elected. Each director shall hold office until the end of a term or until a successor shall have been elected.
3. The immediate past president shall automatically become a director for the coming two-year term and shall be included in the number of directors fixed by vote of the members at the annual meeting. For purposes of subsection 2 of this Section, the immediate past President serving as of the date of adoption of this amendment to the Bylaws shall serve for a term that ends on December 31, 2010. In the event a person serving as President during an initial two-year term shall be re-elected for an additional two-year term as President, his or her immediate predecessor during the person's first two-year term as President shall continue, by virtue of being immediate Past President, as a director for an additional two-year term.

4. The term of a director may be terminated for cause upon a written request made by at least ten voting members in good standing of the Society. A hearing shall be held by the Board of Directors regarding the proposed termination. The director proposed to be terminated shall be notified in writing at least seven days prior to the meeting and advised of his or her right to appear and defend himself or herself. A director shall be terminated if three-fourths (3/4) of the members of the Board of Directors present at a special hearing meeting called for that purpose by the Board vote in favor of termination.
5. A director may resign at any time by submitting a signed written notice of resignation to the Corresponding Secretary. The resignation shall take effect on the effective date specified by the director tendering his or her resignation, or otherwise on the date of receipt of the notice of termination by the Corresponding Secretary.
6. Any vacancy occurring in the Board of Directors prior to the annual meeting of the Active Members may be filled on an interim basis by a majority vote of the Board of Directors. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected. Any director position to be filled by reason of an increase in the number of directors, as authorized by the voting members, shall be filled by the voting members at a meeting of such members. No reduction of the authorized number of directors, as authorized by the voting members, shall have the effect of removing any director before that director's term of office expires.
7. The directors shall annually select from among their number a Chairman, who shall also serve as President. All officers of the Society shall be elected from among the members of the Board of Directors.

Section 3. Regular Meetings

Regular and Special meetings, and quorum requirements for such meetings, shall be conducted in accordance with Article VI. The Chairman shall, if present, preside at all meetings of the Society.

Section 4. Executive Board

The Board of Directors shall also be known as the Executive Board. The Executive Board shall operate in accordance with Article VI.

Section 5. Compensation

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from receiving reimbursement for reasonable expenses, as may be determined by resolution of the Executive Board.

Section 6. No Interest in Assets

No director shall possess any property right in or to the property of the Society. In the event the Society owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the Constitution & Bylaws and pursuant to pertinent general law.

ARTICLE V: OFFICERS

Section 1: Officers:

The officers, except for the immediate past President, shall be elected from among and by the directors of the Society. The elected officers shall be the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The immediate past President shall automatically be an officer of the Society. The officers shall direct and manage the day-to-day activities and affairs of the Society subject to its Constitution and By-Laws.

Section 2: Election of Officers:

A term of office is defined as two consecutive chronological years.

1. The officers of the Society, except for the immediate past President, shall be elected by the Executive Board at its first meeting following the annual meeting of the Society. In the event the incumbent president shall be re-elected for an additional term, his immediate predecessor shall continue as an officer for an additional two-year term. In the event of a tie, voting will be repeated only between the candidates receiving the tie vote. The officers shall hold office for two years commencing January 1 and continuing until December 31 of the second year thereafter or until their successors are duly elected and installed. The installation of officers shall take place on the day of election.
2. Officers shall be eligible for re-election except that the President shall not serve for more than two terms (consecutive 4 years). In case of a vacancy in the office of the President, the Vice-President shall advance to the office of President; a vacancy in the office of the Vice-President, of the Secretary or of the Treasurer shall be filled for the unexpired term thereof by a majority vote of the Executive Board.

Section 3: Responsibilities of Offices:

1. **Responsibilities of the President** – The President shall be the executive head and representative of the Society. The President shall preside at all the meetings of the Society and its Executive Board. The President shall exercise general supervision over the affairs of the Society and shall see to the enforcement of the Constitution and By-Laws and to the carrying out of all resolutions and proceedings of the Society and of the Executive Board. The President shall countersign and approve checks issued by the Treasurer as specified in the Responsibilities of the Treasurer.
2. **Responsibilities of the Vice President** – The Vice President shall possess all the powers and perform all the duties of the President due to the inability or absence of the President. The Vice President shall have other such powers and duties as may be prescribed by the Executive Board.
3. **Responsibilities of the Recording Secretary** – The Recording Secretary shall keep a record of the proceedings of all meetings.
4. **Responsibilities of the Corresponding Secretary** – The Corresponding Secretary shall be responsible for the notices of the Executive Board, which shall be mailed not less than ten days prior to the meeting; shall prepare such communications as necessary to the affairs of the Society, shall keep a roll of the members, keep accounts showing dues receivable and collected from members, and perform such other duties as may be prescribed by the President or the Executive Board.
5. **Responsibilities of the Treasurer** – The Treasurer shall receive and deposit such sums as the Secretary may from time to time transmit to the Treasurer and shall disburse such sums only on vouchers approved by the Executive Board. The funds received by the Treasurer shall be deposited in a bank to be selected by the Executive Board in an account in the name of the Society. The Treasurer shall draw checks on said account, which shall be counter-signed by the President. The Treasurer shall keep and preserve property vouchers and books of account which shall at all times be open to inspection by or on the order of the Executive Board. The Treasurer shall collect such dues from the Recording Secretary and other funds receivable by the Society subject to the control of the Executive Board. Disbursements for amounts up to \$500 shall require the assent of the President (written or electronic written). Disbursements in excess of \$500 shall require the approval of the Executive Board and the co-signature of the President.

At the close of the Treasurer's term of office, the Treasurer shall deliver to the successor all funds, books, papers, documents and other valuables belonging to the Society, which shall be in the Treasurer's custody or possession.

- 6. Responsibilities of the Directors** – The directors shall serve on the Executive Board of the Society, and shall be responsible for the execution, through its officers, of the authorized policies of the Society.

Section 4: Termination of Officers:

- 1. Removal of an Officer:** An officer may be removed by a vote of the Board of Directors as provided in this Section. A hearing shall be held by the Board of Directors regarding the proposed termination. The officer proposed to be terminated shall be notified in writing at least seven days prior to the meeting and advised of his or her right to appear and defend himself or herself. An officer shall be terminated if three-fourths (3/4) of the members of the Board of Directors present at a special hearing meeting called for that purpose by the Board vote in favor of termination.
- 2. Resignation of an Officer:** An officer may resign at any time by submitting a signed written notice of resignation to the Corresponding Secretary. The resignation shall take effect on the effective date specified by the officer tendering his or her resignation, or otherwise on the date of receipt of the notice of termination by the Corresponding Secretary.
- 3. Filling Vacancies:** If the office of President becomes vacant for any reason, the Vice President shall become the President. For all other offices, any vacancy in an officer position shall be filled by a majority vote of the Board of Directors.

ARTICLE VI: MEETINGS:

Section 1: Rules:

The order of business of all meetings of the Society and its Executive Board shall be such as prescribed by the presiding officer or, if objection be made thereto, then by a majority vote of the members present at the meeting. Roberts' Rules of Order shall govern all meetings of the Society, of the Executive Board, and of all other Committees on any point not covered by the Constitution and By-Laws.

Section 2: Meetings of Members:

- 1. Regular Meetings** – The regular meeting of members of the Society may be held each month at such time and place as may be designated by the Executive Board.
- 2. Annual Meetings** – The annual meeting of members of the Society shall be held during the last calendar quarter of every year, as determined by the Board of Directors. At this meeting annual committee reports will be rendered and directors for the coming term will be elected.
- 3. Special Meetings** – Special meetings of members of the Society may be called by the Executive Board or upon written request of five members of the Society in good standing.
- 4. Quorum Requirements** – The presence of fifteen Active and/or Associate members in good standing shall constitute a quorum at any meeting of the Society. The presiding officer may postpone the meeting for one-half hour if necessary, at which time the number of Active and/or Associate members of the Society in good standing, present at said meeting, shall constitute a quorum.

Section 3: Executive Board Meeting:

Meetings of the Executive Board shall be held as prescribed by the President or upon request of three of its officers. The presence of a majority of the Executive Board during a Board Meeting shall constitute a quorum. Unless otherwise stated in the Constitution and By-Laws, decisions of the Executive Board will be made by a majority vote of a quorum.

Section 4. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the members of the Board shall individually or collectively consent to such action. Such action by consent shall have the same force and effect as a vote of the Board at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 5. Participation in Meetings by Means of Teleconference

Members of the Board may participate in a meeting of the Board by means of a conference telephone, internet, or other electronic or similar communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other, and participation by such means shall constitute presence in person at such meeting.

ARTICLE VII: PROGRAMS

Section 1. Greek Letters Day

The Greek Letters Day celebration is an integral part of the annual programs of the Society. The Society shall sponsor an artoclasia and luncheon in celebration of the Greek Letters Day on a Sunday, as close as possible to the Feast Day of the Three Hierarchs, i.e., St. Basil the Great, St. John Chrysostom, and St. Gregory, in the Greek Orthodox Church.

Section 2. Axion Award

The AXION Award shall be the highest award bestowed by the Society. The AXION Award shall be presented annually at the Society's annual luncheon celebrating Greek Letters Day. The AXION Award shall be presented to a qualified candidate or qualified candidates, recommended by a Selection Committee designated by the Executive Board, and approved by the Executive Board. The AXION Award records shall be kept for a period of five (5) years.

Section 3. Scholarship Program

The Society shall endeavor to present annual academic scholarship awards. Scholarships shall be presented to a qualified candidate or qualified candidates who submit applications on forms approved by the Executive Board, who are recommended by a Scholarship Committee designated by the Executive Board, and who are approved by the Executive Board. The amount to be distributed to qualified candidate(s) will be determined on recommendation of the Scholarship Committee based on the amount of funds available for such purpose.

ARTICLE VIII: OFFICIAL SEAL

The official seal of the Society shall be round consisting of an outer circle, one and one-half inches in diameter and an inner circle, one and one-eighth inches in diameter. The words "Hellenic American Professional Society of California" shall be inscribed within the two circles. A star shall be inscribed on either side of the two circles and placed, one star before the word "Hellenic" and the other star after the word "Society." The inner circle shall the words "Founded 1960" inscribed within the circle.

ARTICLE IX: FISCAL YEAR

The fiscal year of this Society shall be January through December.

ARTICLE X: INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

The Society may, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its officers, directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Society, including other expenses incurred in establishing a right to indemnification under this Article.

ARTICLE XI: AMENDMENTS

The Constitution and By-Laws of this Society may be altered, amended or repealed at any general or special meeting of the members of this Society by the affirmative votes of two-thirds (2/3) of the members present and entitled to vote at such meeting. The proposed amendment shall have been submitted in writing by the member or members proposing said amendments or amendments to the President. A copy of the proposed amendment or amendments shall be mailed to all members in good standing at least ten days in advance of the date when such amendment or amendments are to be acted upon and amendments will be presented and acted upon.

The Constitution and By-Laws of the Society, and any amendments thereto, shall go into effect following approval by the Active and Associate Members entitled to vote at an Annual Meeting.

ARTICLE XII: DISSOLUTION

This Society is not organized, nor shall it be operated, for pecuniary gain or profit. It does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Society shall ever inure to the benefit of any officer, director, or employee of the Society. On liquidation or dissolution, all properties, assets and obligations of the Society shall be distributed and paid to a nonprofit organization which is organized and operated exclusively for charitable purposes and that has established its tax exempt status as an organization described in Internal Revenue Code Section 501(c)(3).

CERTIFICATE OF SECRETARY

I, Dena Karbo-Mourgos, hereby certify:

That I am the Recording Secretary of the Hellenic American Professional Society, a California non-profit public benefit corporation; and

That the foregoing Bylaws, consisting of eight (8) pages, including this one, constitute the Bylaws of said corporation, as duly approved by a vote of membership at a General Assembly Meeting held on the 24th day of October, 2009.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 2009.

Dena Karbo-Mourgos
Recording Secretary