

# STATUTES OF THE TURKISH-AMERICAN ASSOCIATION

## 2009

### I. FORMATION AND PURPOSE OF THE ASSOCIATION

#### ARTICLE 1:

##### **Name and Seat of the Association:**

The Association, founded in Ankara in 1951, is named the Turkish-American Association and carries out its activities at Cinnah Cad. 20, Ankara. The Association may have branches both in Turkey and abroad.

#### ARTICLE 2:

##### **Purpose and Scope of Activities of the Association:**

The purpose of the Association is to promote understanding between Turks and Americans, to strengthen the friendship and the cultural ties between the two countries and, in particular, to engage in the following activities:

A - To bring into contact Turks and Americans who are mutually interested in and wish to be more enlightened about each other's language, culture, customs, institutions and traditions.

B - To set up or have set up or assist those who set up Turkish and English language courses, and to form special activity groups for intensive work on subjects of culture and fine arts.

C - To organize speeches, conferences, seminars, panels, symposiums and roundtable discussions on subjects of mutual interest.

D - To make arrangements for concerts, exhibits, plays, shows, motion pictures, videos and art presentations, social gatherings such as balls and entertainment, and meetings on all branches of the sciences and arts, and tours.

E - The Association works for the public good; it does not aim to profit. The Association shall not engage in religious or political activities. The Association may hold title to real estate that is essential for its headquarters and for the realization of its aims.

### II. PROVISIONS REGARDING MEMBERS

#### ARTICLE 3:

##### **Types of Members:**

The Association shall have the following types of members:

A - Founding members

B - Honorary members

C - Members:

1- Individual Membership

2- Corporate Membership

#### ARTICLE 4:

##### **Founding Members:**

The Association was founded in 1951 by the Turkish and American members whose names are listed at the end of these statutes.

#### ARTICLE 5:

##### **Honorary Membership:**

Honorary membership in the Association shall be subject to a decision of the Board of Governors. However, the Minister of National Education of the Republic of Turkey, the Ambassador of the United States of America in Turkey and the Governor of Ankara shall be *ex-officio* honorary members of the Association upon their consent.

#### ARTICLE 6:

##### **Membership:**

The conditions for membership in the Association are as follows:

A - Fulfillment of the conditions stated in Article 64 of the Civil Code.

B - Completely filling out the application form which declares full acceptance of the Statues of the Association and which bears the signatures of two members of the Association to signify recommendation.

C - Acceptance by the Board of Governors into membership and payment of the membership fee within 30 days of notification of acceptance.

Nationals of other than the Republic of Turkey and the United States of America can become members. The membership of other nationals furthermore requires their possessing the right to reside in Turkey and submission of satisfactory evidence thereof. Those who lose that right shall also lose their membership in the Association and their registrations shall

be erased.

The Board of Governors shall decide on applications for membership within 30 days. The Board of Governors shall not be obliged to indicate any reason for rejecting the application of any candidate for membership.

#### **ARTICLE 7:**

##### **Rights of Members:**

Each member shall have the right to participate in the activities of the Association and to attend the General Assembly and to be elected to the various organs of the Association.

The Minister of National Education of the Republic of Turkey and the Ambassador of the United States of America, who are *ex-officio* honorary members of the Association, shall be Honorary Co-Presidents of the Association.

#### **ARTICLE 8:**

##### **Termination of Membership:**

Every member holds the right to resign from the association membership on condition that he/she informs the board of governors through a letter.

If annual dues are not paid within 60 days after posting notice has been sent, membership shall be terminated. The dues of departing members shall not be refunded.

Members shall be excluded from the activities by the Executive Directorate of the Association if it becomes evident that their actions are objectionable to the Association; his/her situation shall be reported to the Board of Governors within 10 days, and the Board of Governors may decide to terminate his/her membership.

#### **ARTICLE 9:**

##### **Dues:**

The entrance fee to the Association is 100 TL and the annual dues are 60 TL.

Dues can be paid at the Association, to TAA's bank account or by mail order system."

### **III. ORGANIZATION**

#### **ARTICLE 10:**

##### **Organs of the Association:**

The Association shall have the following three organs:

- A - General Assembly
- B - Board of Governors
- C - Board of Auditors

#### **A. GENERAL ASSEMBLY**

#### **ARTICLE 11:**

##### **Convocation, Times, and Quorum of the General Assembly:**

The General Assembly shall hold regular and extraordinary meetings.

The General Assembly consists of all members of the Association and shall meet every year in the month of October. An extraordinary General Assembly meeting will be held upon vote of the Board of Governors or if requested in writing by one-fifth of the members. The date, time, place and agenda of the Assembly shall be announced at least 15 days prior to the meeting by a newspaper announcement or e-mail or written notification. A quorum for the General Assembly shall be one more than half of the members who have the right to attend the General Assembly of the Association. In case of no quorum, the meeting shall be postponed. If the meeting is postponed for a reason other than quorum, the reason for postponement and the next meeting date shall be announced to the members by following the same procedure implemented for the first meeting. The second meeting should be held within six months.

The second meeting shall be held by the members present, even if the above-mentioned quorum does not form. However, the number of members attending the second meeting cannot be less than twice the total number of the members of the Board of Governors and the Board of Auditors.

#### **ARTICLE 12:**

Responsibilities and Authorities of the General Assembly:

The matters listed below shall be discussed and resolved by the General Assembly.

- A - Election of the Board of Governors and the Board of Auditors,

- B - Amendments to the statutes of the Association,
- C - Discussion of the reports of the Board of Governors and of the Board of Auditors and relieving the Board of Governors of responsibility,
- D - Discussion and acceptance of the budget prepared by the Board of Governors, with or without modifications,
- E - Authorizing the Board of Governors to buy or sell real estate as needed by the Association,
- F - Joining the Association with or separating from federations in Turkey,
- G - Engaging the Association in international activities or its membership in or separation from associations or organizations outside Turkey,
- H - The quorum at a General Assembly on the dissolution of the Association shall be subject to the provisions of Article 32 of these statutes,
- I - Fulfillment of the other tasks specified in the laws and regulations or under the Statutes of the Association as being carried out by the General Assembly.

#### **ARTICLE 13:**

### **Procedures for Conducting a General Assembly:**

Meetings of the General Assembly shall be held on the day, time, and place announced.

Members who will participate in the General Assembly shall sign alongside their names in the list prepared by the Board of Governors. If a quorum is obtained as described in Article 11, this shall be recorded in the minutes, and the meeting shall be opened by the President of the Board of Governors or by another member of the Board whom the President of the Board of governors has assigned this responsibility.

Following the opening of the meeting a Chair comprised of a Chairman, a Vice-Chairman and an adequate number of secretaries shall be elected by a show of hands to preside over the meeting. The Chairman shall be elected from among the Turkish, and the Vice-Chairman from among the American members. The minutes of the meeting shall be recorded by the Chair, and the relevant documents to be retained shall be turned over to the Board of Governors according to the Law on Associations.

#### **ARTICLE 14:**

### **Matters to be Discussed in the General Assembly:**

Only items specified on the agenda shall be discussed at the General Assembly meeting. Discussions will be held in the order of the agenda. New subjects proposed by at least one-tenth of the members present at the meeting must be added to the agenda.

#### **ARTICLE 15:**

### **Resolutions of the General Assembly:**

Resolutions of the General Assembly shall be adopted by a majority of the members present, determined by a show of hands. Every member present at the meeting shall have one vote. Members have to cast their vote personally. In case of a tie, the voting shall be repeated.

#### **ARTICLE 16:**

### **Amendments to the Statutes:**

Amendments to the statutes are proposed by the Board of Governors or by written demand of one-tenth of the members. Amendments shall be discussed at General Assembly or at an extraordinary General Assembly called in accordance with Article 11. The quorum for decisions at such sessions shall be two-thirds of those members present at the meeting.

If the General Assembly decides on amendments to the Statutes at such sessions, the decision shall be communicated to the Governor's Office within thirty days.

## **B. BOARD OF GOVERNORS**

#### **ARTICLE 17:**

### **Election of the Board of Governors:**

The Board of Governors shall consist of eleven members, and shall be elected from among members of the Association by secret ballot by the General Assembly for a term of one year. Every member present at the General Assembly may nominate from among the members as many candidates for this election as he/she pleases. However, for nominees who are not present during the election, it shall be mandatory that their written consent be presented to the Chair of the General Assembly. Nominations of those not present or whose written consent is not submitted shall not be accepted.

Every member who has a vote and who is present at the General Assembly will write the names of the required number of members on the official ballot distributed by the Chair for this election, and, when his/her name is called, he/she shall personally drop it in the box provided by the Chair.

In counting the votes, no ballot or individual name written on a ballot shall be invalidated because of misspellings, provided that a majority of the vote-counting committee agrees that the name can be read. The top eleven members in order of the

number of votes received shall be considered elected as full members of the Board of Governors, and from the remaining nominees the top eleven members shall be considered elected as alternate members, in the order of the votes they received.

Should there be any nominees who, as determined by the results of the elections, have received an equal number of votes for the last full or the last alternate member; the winner shall be decided by lot drawn by the vote-counting committee. Re-election of members whose terms have expired is possible.

The data required by law concerning the full members elected to the Board of Governors and their alternates shall be communicated by the President of the Board of Governors to the Governor's Office within thirty days of the elections.

#### **ARTICLE 18:**

##### **Alternate Members of the Board of Governors:**

Those elected as alternate members to the Board of Governors are invited in the order of the votes they received to work as regular members to fill vacancies in order to complete the remainder of the tenure of the regular members in case of the resignation, departure from the country or death of a regular member, or if a member is considered to have resigned.

#### **ARTICLE 19:**

##### **Division of Duties on Board of Directors:**

From among the eleven members serving as full members, the Board of Governors shall elect a President, two Vice-Presidents, one Treasurer, and one Secretary.

#### **ARTICLE 20:**

##### **Meetings and Decisions of the Board of Governors:**

The Board of Governors shall meet as often as required by the Association affairs, but no less than once a month. It shall also meet when called by the President or requested by a majority of its members. Meetings shall be held with the participation of a majority of the members present, and decisions are taken by a majority of the members present. Any member failing to attend four consecutive meetings without an acceptable excuse shall be considered by decision of the Board of Governors to have resigned.

#### **ARTICLE 21:**

##### **Authorities and Responsibilities of Members of the Board of Governors:**

The Board of Governors shall, in general, be responsible to the General Assembly for the implementation of the Statutes in their entirety, as well as of resolutions adopted at the General Assembly, and for the conduct of the affairs of the Association and shall have authority to act for and on behalf of the Association in its relations with all real and corporate, official and private persons. The Board of Governors may, at its discretion, divide and assign its authorities among its membership, and when needed delegate to and assign others outside the Board of Governors.

In the division of duties among the members of the Board of Governors, the following principles shall be observed:

A - The President shall preside over the meetings of the Board of Governors and shall represent the Association in all official and private matters. The right and authority to represent the Association in all matters relating to the realization of the Association's aims shall be vested with the President within the framework of the resolutions of the Board of Governors.

B - The Vice-President shall assist the President and shall represent him/her in his/her absence.

C - The Treasurer shall supervise the accounts of the Association as kept by the Executive Director.

D - The Secretary shall oversee the correspondence of the Board of Governors; shall keep its minutes, and shall forward its decisions to the Executive Director for implementation.

The Board of Governors may, at its discretion, organize committees from among members of the Association to assist the Board of Governors and Executive Directorate in the conduct of Association's activities.

The Board of Governors shall submit a report on the past year's activities to the regular annual session of the General Assembly and request to be relieved of responsibility. It shall also prepare and submit to the General Assembly a budget for activities proposed for the following year.

#### **ARTICLE 22:**

##### **Association Executive Directorate:**

The Board of Governors may, at its discretion, hire, appoint, or revoke the appointment of an Executive Director for the Association. Other personnel, assistants, and advisors may be hired, appointed, and terminated by the Executive Director, with the approval of the Board of Governors.

The Executive Director shall be directly responsible to the Board of Governors for all matters concerning operation of the Association in conformity with policies established by the Board. Other employees of the Association are responsible solely to the Executive Director, who communicates decisions of the Board to them and supervises and directs all aspects of their work. Duties and responsibilities of all employees shall be determined by internal regulations applied by the Executive Director. Employees wishing to communicate with the Board or individual Board members shall normally do so through the Executive Director. Any employee wishing to make a suggestion directly to the Board or to complain of personal mistreatment or misconduct on the part of the Executive Director may do so only by written communication to the President of the Board, who shall inform other Board Members and the Executive Director. The Executive Director shall participate in meetings of the Board of Governors, except upon a vote to the contrary by a majority of those present. The Executive Director shall not have the right to vote.

### **C. BOARD OF AUDITORS:**

#### **ARTICLE 23:**

##### **Election of the Board of Auditors:**

The Board of Auditors shall be comprised of three Auditors and shall be elected by secret ballot from among the members by the General Assembly for a term of one year. Every member present at the General Assembly may nominate from among the members as many candidates as he/she pleases for this election. However, for nominees who are not present during the election, it shall be mandatory that their written consent be presented to the Chair of General Assembly. Nominations of those who are not present or of those whose written consent is not submitted shall not be accepted.

After the nominees have been determined, every member who has a vote and who is present at the General Assembly shall write the names of three members on the official ballot distributed by the Chair for this election, and when his/her name is called shall personally drop it in the box provided by the Chair. Once the balloting is completed, the vote-counting committee, elected according to Article 17 of the statutes, shall count the ballots publicly. The first three nominees in order of the number of votes received shall be considered elected as full Auditors; and from among the remaining nominees the three nominees in order of the greatest number of votes received shall be elected as alternate Auditors.

The required information about the three full and alternate members elected in this manner to the Board of Auditors shall be communicated by the President of the Board of Governors to the Governor's Office within **thirty days** of the election.

#### **ARTICLE 24:**

##### **Alternate Members of the Board of Auditors:**

Those elected as alternate members to the Board of Auditors are invited in the order of the votes they received to work as regular members to fill vacancies in order to complete the remainder of the tenure of the regular members in case of the resignation, departure from the country or death of a regular member, or if a member is considered to have resigned.

#### **ARTICLE 25:**

##### **Duties and Responsibilities of the Board of Auditors:**

The Board of Auditors may at any time examine the accounts and transactions of the Association. They shall conduct a general inspection of accounts 15 days prior to the General Assembly meeting each year and shall submit their results as a report to the Assembly. The Board of Auditors shall examine the accounts of the Association at least every six months.

#### **ARTICLE 26:**

##### **Association's Interim Inspections:**

Internal inspection can be conducted by the Board of Auditors as well as by independent auditing firms. However, auditing conducted by an independent auditing firm does not release the Board of Auditors from its obligation.

### **IV. REVENUE SOURCES AND EXPENSES OF THE ASSOCIATION**

#### **ARTICLE 27**

##### **Revenues:**

The Association shall obtain its income in these ways:

- A - Dues collected from members,
- B - Income realized from books and publications, bazaars, balls, entertainment, children's performances, concerts, conferences, video, film and theater presentations, performances, tours and similar activities conducted by the Association,
- C - Income from Association-sponsored lotteries,
- D - Income realized from Association property,
- E - All types of donations and assistance.

Revenues shall be received against consecutively numbered receipts with counterfoil stubs. The Association shall accept donations in kind and in cash from persons or organizations in foreign countries provided that prior notification shall be obtained from the local civil authority. The procedure of notification and content are stipulated by the regulations. Donations in cash shall be received through banks.

#### **ARTICLE 28:**

##### **Association's Borrowing Practices:**

If needed, the association can take on debt in order to realize Association's purposes and activities. The borrowing can be in goods and purchasing of services as well as in cash. However, this borrowing cannot be more than the amount the association can pay with its sources of income or in the nature that would put the Association in financial difficulty.

#### **ARTICLE 29:**

##### **Expenses:**

Association expenditures shall be made by decision of the Board of Governors within the limits of the approved budget. These expenses shall be incurred with substantiating documents.

### **V. BOOKS AND RECORDS**

#### **ARTICLE 30:**

##### **Books and Records:**

The Association keeps the books as stipulated by the laws and regulations.

#### **ARTICLE 31:**

##### **Membership of Employees and Those who are Dependent Upon the Association for Their Business:**

No person who works for the Association on a salaried, hourly or piecework basis shall be a member of the Association. Officers or principles of commercial firms and persons dependent upon the Association for their business cannot become a member of the Association.

#### **ARTICLE 32:**

##### **Dissolution and Liquidation of the Association:**

The General Assembly may, at any time, decide to dissolve the Association. In order to so decide, an extraordinary session of the General Assembly shall be called by the Board of Governors. The Board of Governors is obliged to call such an extraordinary session upon written demand by the Board of Auditors or one-fifth of the members of the Association.

For a dissolution decision, two-thirds of the members who have the right to participate in the General Assembly, according to the Statutes, should be present.

If such a quorum is not obtained at the first meeting, the members shall be called to a second meeting in accordance with Article 11. The number of members who attend the second meeting can be no less than twice the total number of the members of the board of governors and board of auditors. The dissolution decision is taken by two-thirds of the members present at the General Assembly. The Board of Governors sends a written notification of the dissolution decision to the Governor's Office within five days.

Should it be decided to dissolve the Association, the same General Assembly which has so decided shall choose a committee of three for liquidating the material possessions of the Association. Should anything be left over after all the debts of the Association have been paid, the balance shall be turned over to another Association which serves aims similar to that of the Association and which shall be decided on by the General Assembly deciding for dissolution.

Should dissolution be ordered under a court decree, the dissolution and liquidation shall be conducted according to the relevant provisions of the Law of Association.

## ARTICLE 33:

### Founding Members (1951)

#### The founding members of the Association:

Prof. Halide Edip ADIVAR	Member, Grand National Assembly	Bayındır Sk. 24 Ankara
Ms. Feriha BAYMUR	Reporter, Ministry of National Education,	Karyağdı Sk. 6/2 Çankaya-Ankara
Prof. Orhan BURIAN	Dept. of Educational Material Prof. Of English Literature,	Dil ve Tarih Coğrafyası Fakültesi-Ankara
Prof. Ahmet Şükrü ESMER	Faculty of Letters, Ankara University	Siyasal Bilgiler Fak. Ank.
Mr. M. Osman DOSTEL	Prof., Faculty of Political Sciences Chief Legal Councilor,	Sarıyer Mesar Burnu 47/4 İstanbul
Mr. Emin HEKİMGİL	Ministry of Foreign Affairs Director of Cultural Relations, Ministry of National Education	Tunalı Hilmi Cad. 59/13 Kavaklıdere/Ankara
Mr. Tevfik İLERİ Mr. Cemal KÖPRÜLÜ	Minister of National Education Member, Grand National Assembly	Milli Eğitim Bk. Ankara Eski BMM, Ulus
Prof. Ömer SARAÇ	Rector, University of İstanbul	4. Levent Akçam Sok. 46-İstanbul
Prof. Fadıl Hakkı SUR	Prof., Faculty of Political Sciences	Ayten Sok. 39/ Mebusevleri-Ankara
Prof. İrfan ŞAHİNBAŞ	Prof. Of English Literature Faculty of Letters, Ankara University	Hoşdere Cad. 2002/7 Y.Ayrancı-Ankara
Dr Floyd BLACK Ms. Phoebe CLARK Mr. Frederick LATIMER Mr. William LAUMAN Mr. Lewis MILLER	Director, Robert College Diplomat Cultural Attaché Diplomat Diplomat	İstanbul American Embassy, Ankara American Embassy, Ankara American Embassy, Ankara United States Information, Ankara
Prof. Lawrence MOORE Mr. Harold SCOTT Ms. Elizabeth STANTON Mr. George WADSWORTH Mr. Archibald WALKER Mr. Erza YOUNG	Journalist Diplomat Diplomat United States Ambassador Director of MOBIL Director of YMCA	American Embassy, Ankara American Embassy, Ankara American Embassy, Ankara American Embassy, Ankara İstanbul İstanbul

## VI. BRANCHES

### ARTICLE 34

#### Establishment of Association Branches

The Association may establish branch offices where deemed necessary upon a decision taken by the General Assembly. The Board of Founders consisted of at least three people who are authorized by the Board of Governors for this purpose shall submit the Branch Office Establishment Statement and all necessary documents stated in the Law of Associations to the highest civilian authority in the region where a branch office will be established.

### ARTICLE 35

#### Duties and Responsibilities of Branch Offices

A Branch office is the Association's interior organization which cannot have a legal entity; which is responsible and authorized to carry out its own activities in line with the scope of activities of the Association, and is responsible for the assets and liabilities that stem from all of its transactions.

### ARTICLE 36

#### Organs of the Branch Offices and Provisions to be Applied to Branch Offices

The organs of a branch office are composed of a general assembly, board of governors and board of auditors.

The General Assembly is composed of the registered members of the branch office. The General Assembly elects five principle and five alternate members for the Board of Governors; and three principle and three alternate members for the Board of Auditors.

Provisions about the duties and responsibilities of the organs and other provisions about the Association which are stated in these bylaws are implemented by the branch office within the framework of the laws and regulations.

## **ARTICLE 37**

### **Convocation Times of the Branch Offices' General Assemblies and Branch Offices' Representation at the Headquarters' General Assembly**

Branch offices shall hold their general assembly meetings at least one month prior to the headquarters' general assembly. The general assembly of the branch offices shall meet every two years in the month of September, on a time, date, and place to be determined by the board of directors of the branch office. Branch offices shall communicate the data required by the law concerning the full members elected to the Board of Governors and their alternates to the Governor's Office and the Association headquarters within thirty days of the elections.

The branch offices shall be represented at the headquarters' General Assembly by the chairmen of their board of directors and board of auditors.