

**BYLAWS
of the
HUNGARIAN-AMERICAN COALITION, INC.**

**Article I¹
Recitals**

Section 1. Name of Corporation. The name of this Corporation shall be the HUNGARIAN-AMERICAN COALITION and shall be referred to herein as the "Corporation".

Section 2. Corporation is Nonprofit. This Corporation has been formed pursuant to the laws of the District of Columbia as a public benefit corporation.

Section 3. Specific Purposes. The specific and primary purposes of this Corporation shall be:

1. To encourage cultural interaction between the citizens of the United States and Hungary.
2. To foster interest and appreciation in the United States for the history and culture of Hungary including its literature, arts, and scientific achievements.
3. To support democratic institutions and economic development in Hungary.
4. To protect and preserve the human and minority rights and cultural heritage of Hungarians throughout the world, and
5. To identify and promote the aspirations, concerns, and interests of the Hungarian-American community.

**Article II²
Principal office**

Section 1. Location of Principal Office. The principal office of the Corporation will be located within the District of Columbia. The Board of Directors shall designate the specific location and may change the location of the principal office by resolution.

¹ 10/02/1991 Adopted as written

² 10/02/1991 Adopted as written

Article III Membership

Section 1. Categories^{*3}: The Hungarian-American Coalition desires to obtain broad public support for the purposes of the Coalition by attracting dues paying members. The Coalition shall have two categories of regular members: a. organizational members and b. individual members. The Coalition may honor certain individuals with honorary memberships as discussed in Section 6.

Groups contributing \$1,000 or more, and individuals contributing \$300 or more *to help with the founding of and/or annual contributions to the Coalition*⁴ will be recognized as sponsors. Groups contributing \$3,000 or more, and individuals contributing \$1,250 or more to help with the founding of and/or annual contributions to the Coalition will be recognized as patrons.

The Coalition shall also have a Guest Membership category for individuals and organizations. A Guest Member is not required to pay dues and shall have no rights or responsibilities to participate in the activities of the Coalition. The Guest Member may receive the Coalition's Newsletter and other mailings received by Regular Members. The term of a Guest Member shall not exceed one year and shall not be extended. A Guest Member may apply for regular membership at any time in accordance with the procedures set forth in Section 2 of this Article. Application for Guest Membership shall be made in writing to the Coalition by the applicant declaring the intent to become a Guest Member. Guest Membership will be effective at the date the written declaration is received by the Coalition.⁵

* See appendix

Section 2. Dues. Membership dues for organizations for one year will be \$250. Dues for individual membership for one year shall be \$65. Application for regular membership shall be made to the Treasurer of the Coalition who shall notify the Board of Directors of the application. *This application shall require the approval of the Board*⁶. The executive committee of the Board of Directors shall act upon the application.

Section 3. Rights. A regular member has the following rights:

- (a) He/she may be heard during the General Meeting, propose resolutions during the General Meeting and may vote either in person or by proxy at the General Meeting.
- (b) He/she or his/her agent or attorney may inspect the Coalition's minutes, books and records for any proper purpose at any reasonable time.

³ Amended on 06/05/1992 Motion to add new membership categories

⁴ Amended on 10/02/1991 The original text was: "to help with the founding of the Coalition"

⁵ Amended on 12/08/2001. Motion to add a Guest membership category.

⁶ Amended on 10/02/1991

Section 4. Responsibilities. A regular member has the following responsibilities:

- (a) He/she shall pay the annual dues; and
- (b) He/she shall participate in the activities of the Coalition and support the Coalition.

Section 5. Termination. The Corporation may terminate the membership of an individual (or organization) if:

- (a) He/she withdraws from the Coalition;
- (b) He/she fails to pay his/her dues, but only after he/she is notified in writing by the Secretary of termination of his/her membership unless he/she submits his/her dues; or
- (c) The Board of Directors removes him/her for cause after an appropriate hearing.

Section 6. Honorary membership. Any individual may be recommended for honorary membership in the corporation by an officer or director of the Coalition. Such individual shall be a person highly respected in the community and of considerable accomplishment in his/her respective career or profession. The Board of Directors may accept an individual as an honorary member by a majority vote. Honorary members may participate in the General Meeting and the Meetings of the Board of Directors, but they are not entitled to vote.

Article IV General Meeting

Section 1. Annual Meeting. The General Meeting is the meeting of the Coalition's membership. The General Meeting of the membership shall be held at least *once*⁷ a year at a time and place to be determined by the Board of Directors. The members at the General Meeting by a vote of majority of those in attendance and those voting by proxy have the authority to:

- (a) set the annual membership dues,
- (b) nominate individual candidates for the Board of Directors,
- (c) decide other significant matters which are referred to the General Meeting by the Board of Directors.

The President shall issue a written notice of the General Meeting no later than four weeks prior to the time of the meeting stating the place and time of the meeting and the agenda.

Regular members may vote by proxies mailed and received by the President prior to the General Meeting or Special Meeting. Proxies shall be counted toward the determination

⁷ Amended on 10/02/1991 The original text was: twice a year

of a quorum. Other rules governing the General Meeting shall be determined by the Board of Directors.

Article V Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the District of Columbia. Subject to the limitations expressed in Article VI, Sections 1 and 2, the Board may delegate the management of the activities of the Corporation to any person or persons or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. The Board shall consist of no more than twentyfive organizational members and no more than *twenty individual members*^{8*} until changed by an amendment to these bylaws. *All slots do not have to be filled*⁹. Organizational members of the Board shall be elected by the Board of Directors. The individual members of the Board shall be elected by the membership at the General Meeting of the Coalition's membership.

Section 3. The term of office of all members of the Board shall be three years. A member of the Board may serve no more than two consecutive terms. *Exceptions to this rule*¹⁰ may be approved by a vote of a majority of the Board of Directors at the Annual Meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. The organizations which serve on the Board shall appoint from among its officers or directors the individual to serve on the Board of the Coalition. *An organization may designate an alternate representative with full powers to serve at meetings of the Coalition*¹¹.

⁸ Amended on 08/09/1998 The original text was: "ten individual members"

* Please note that the amendment passed by the Board of Directors in Cleveland on August 9, 1998 raising the number of individual Board members to 20, was invalid, because the text of the amendment was not circulated to the Board members 30 days in advance. It was resubmitted in time at the December 1998 Board meeting, which then voted to raise the number of individual Board members to 15 (fifteen), not 20.

⁹ Amended on 08/09/1998

¹⁰ Amended on 10/02/1991 The original text was: "Individual exceptions to this rule"

¹¹ Amended on 10/02/1991

Article VI¹²
Duties and Powers of the Board

Section 1. Specific powers. Without prejudice to the general powers of the Board of Directors set forth in these bylaws, the directors by a vote of majority of those in attendance and those voting by proxy (except for c and d which require a vote of two-thirds) shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the District of Columbia.
- (b) Appoint and remove all officers of the corporation and other corporation employees; prescribe any powers and duties for such persons that are consistent with law, the articles of incorporation and these bylaws, including, but not limited to, the granting of authority to officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation,
- (c) Modify or amend the bylaws,
- (d) Modify or amend the Articles of Incorporation.
- (e) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.
- (f) Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations, including the imposition of monetary penalties and/or suspension of voting rights; provided notice and a hearing are provided as more particularly set forth in the code of the District of Columbia.
- (g) Enforce all applicable provisions of these bylaws.
- (h) Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.
- (i) Pay all taxes, and charges which are or would become a lien on any portion of the Corporation's properties.
- (j) Contract for and pay for construction or reconstruction of any portion or portions of the corporation's properties.
- (k) Levy and collect dues from the members of the Board and any persons designed as "members".
- (l) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each director.

¹² 10/02/1991 Adopted as written

- (m) Open bank accounts and borrow money on behalf of the corporation and designate the signatories to such bank accounts.
- (n) Bring and defend actions on behalf of the corporation so long as the action is pertinent to the operations of the corporation, and assess the members for the cost of such litigation.

Section 2. Limitations on Powers. Notwithstanding the powers conferred on the Board pursuant to section one above, this corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as definition as used in federal or local statute.

Article VII Board Meetings

Section 1. Annual Meeting. The date of the Board and General Annual Meeting shall be established by the Board and 3 months notice shall be given to all members.¹³

Section 2. Additional Board Meetings. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings. Special Meeting of the Board of Directors may be called by or at the request of the President or any five directors, and shall be held at such place as the directors may determine.

Section 3. Notice for special meetings. Notice of any Special Meeting of the Board of Directors shall be given not less than *forty days*¹⁴ previously thereto either by personal communication, by telephone, *facsimile*¹⁵, or by written notice sent by mail or telegram to each director at his/her address as shown by the records of the Coalition.

Section 4. Quorum requirements. A majority of the Board of Directors present at any Meeting of the Board shall constitute a quorum for the transaction of business at any Meeting of the Board. *Proxies shall be counted to establish a quorum but shall not exceed 15% of the total of the Board.*¹⁶ If less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting.

Section 5. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. At a meeting at which a quorum is present proxies may be used for the transaction of business by the Board. Individual

¹³ Amended on 12/7/2002

¹⁴ Amended on 10/02/1991 The original text was: "seven days and not more than thirty days"

¹⁵ Amended on 10/02/1991

¹⁶ Amended on 11/04/1991 The original text was: "proxies do not count toward the constitution of a quorum, however they may be used to conduct business once a quorum has been reached"

members of the Board can vote by proxy. Organizational members *who can not attend have the option of sending a designated alternate*¹⁷ pursuant to Article V, Section 4.

Section 6. Waiver of Notice. Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7. Rotating Chairmanship and election of the Rising Chair. The Chairman of the Board and the Rising Chair shall be elected annually from among the Board membership for a period of one year, by a simple majority vote. A Board member may decline the nomination for Chairmanship. The Chairman shall preside at all meetings of the directors. He/she shall be a member and Chairman of the Executive Committee and a member of all committees appointed by the Board, and he/she shall have such powers and perform such other duties as may be prescribed from time to time by the Board.¹⁸

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Directors and members of committees may receive reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors.

Article VIII¹⁹ Advisory Board

The Board of Directors, by an affirmative vote of two-thirds of all the members of the Board, may designate and elect up to fifty individuals to an Advisory Board. The sole function of the Advisory Board is to provide the Corporation with guidance from time to time in areas relating to its purpose as set out in the articles of incorporation.

The Advisory Board shall have no authority with respect to the affairs of the Corporation. Its members shall be persons highly respected in the community and of considerable accomplishment in his/her respective career or profession.

¹⁷ Amended on 10/02/1991 The original text was: "...can either vote by proxy or send an alternate"

¹⁸ Amended on 12/7/2002

¹⁹ 10/02/1991 Adopted as written

Article IX²⁰
Committees

Section 1. Executive Committee. The Board of Directors shall designate an Executive Committee made up of five members, plus the Chairman of the Board and the President both of whom may participate in the deliberations of the EC and are entitled to vote.²¹ The members of the Executive Committee shall be selected from the Board and *shall meet at minimum of four times each year*²². Other committees may be formed as appropriate. Each committee shall consist of two or more directors, which shall have and exercise the authority of the Board of Directors in the management of the corporation. The Board of Directors may designate one or more persons who are not directors as members of such committees. But the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed on it or him by law. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board. Five members of the executive committee shall constitute a quorum for conducting business and voting by proxy is hereby authorized.

Section 2. Other Committees. Other committees not having the authority to exercise the powers of the Board in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present or by the President of the corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Article X
Officers

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, a Legal Counsel, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and President and Treasurer.

²⁰ 10/02/1991 Adopted as written

²¹ Amended on 12/7/2002

²² Amended on 08/15/1993

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board *after a fair hearing*²³ whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

Article XI²⁴

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

Article XII

Amendment of Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted *by the vote of two-thirds of the directors then in office*²⁵ and, if at least (30) *thirty days*²⁶

²³ Amended on 10/02/1991

²⁴ 10/02/1991 Adopted as written

²⁵ Amended on 10/02/1991 The original text was: "by a majority of the directors present at any regular meeting"

written notice (unless otherwise required by law) is given of intention to alter, amend, or repeal or to adopt new bylaws at any Meeting of the Board.

Article XIII
Miscellaneous Provisions

Section 1. Rules of Order. *The provisions of the current edition of Robert's Rules of Order shall control*²⁷ any procedures not herein provided for, as long as it is not inconsistent with the law governing non profit corporations, the articles of incorporation or these bylaws.

Section 2. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

²⁶ Amended on 10/02/1991 The original text was: " ten days"

²⁷ Amended on 10/02/1991

CERTIFICATE OF SECRETARY

KNOWN ALL MEN AND WOMEN BY THESE PRESENT:

The undersigned, Secretary of the corporation known as the Hungarian-American Coalition, does hereby certify that the above and foregoing Bylaws consisting of ten pages, were duly adopted by the Members of said Corporation on the 2nd day of October, 1991, and that they now constitute said Bylaws.

Andrew Ludanyi
By (*signature*)
(Secretary)

APPENDIX

Membership categories as amended:

Category of Membership	Individual	Organization
Guest	–	–
Student	\$25	–
Regular	\$65 – \$120 Fam.	\$250
Sponsor	\$300 – \$600	\$600 – \$1,200
Patron	\$601 – \$1,250	\$1,250 – \$3,250
Benefactor	\$1,251 – 5,000+	\$3,000 – \$5,500 +