

Dated: May 2001

THE CONSTITUTION
OF THE
HELLENIC AMERICAN NATIONAL COUNCIL, INC.
(BY-LAWS)

Revised By-laws containing proposed amendments for HANC 2001 Annual Meeting

THE CONSTITUTION OF THE
HELLENIC AMERICAN NATIONAL COUNCIL, INC.
(BY-LAWS)

ARTICLE I

Objectives and Principals of the Hellenic American National Council, Inc.

The objectives, principals and/or purposes of the corporation are to engage in the following activities:

All charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or any future successor provision) including, but not limited to the following principles: honor, protect and preserve the democratic Hellenic and American ideals; to encourage, protect and promote the Hellenic culture and language; to promote the Hellenic culture to all United States people through the educational process, including but not limited to, such activities as public discussion groups, forums, lectures, panels, newsletters, and other similar programs; protect and preserve Hellenic human rights internationally; protect the truth of Hellenic history and its principal ideals; promote friendship and better understanding of Hellenism; and foster a better understanding and respect for the constitutional government of the United States and Hellas.

ARTICLE II

General Provisions

Section 1. Corporate Name - The name of the organization shall be Hellenic American National Council, Inc.

Section 2. Location - The principal office of the Hellenic American National Council shall be located in Washington, D.C. The Presidents' Forum may from time to time establish other offices and places of business as they deem appropriate for the proper administration of the Hellenic American National Council. There shall be established an office at the place of incorporation to receive legal process.

Section 3. Fiscal Year - Except as from time to time otherwise determined by the Presidents' Forum, the fiscal year of the corporation shall end on the 30th day of June of each year.

Section 4. Funding - The Presidents' Forum shall have the power to raise funds from any legal source whenever it deems it appropriate for the proper administration of its objectives independently from its Members. Fund-raising activities may also be coordinated by its Members.

Section 5. Definitions -

(a) Federations/Associations - Federations/Associations eligible for membership shall be any federation/association which satisfies the following criteria:

- (i) Is sponsored for membership by two (2) current member Federations/Associations in good standing;
- (ii) For a federation/association representing Hellenic ethnic/regional societies, has at least four (4) chapters/clubs or other organizational form as members in a geographic areas covering four (4) or more states of the United States and/or provinces of Canada; and
- (iii) Where the U.S. or Canadian geographic area or the Hellenic ethnic/regional society is already represented in the Hellenic American National Council by an existing Federation/Association, the federation/association applying for membership shall obtain the consent of the existing Federation/Association representing the same U.S. or Canadian geographic area or the Hellenic ethnic/regional society

(b) All references in these By-Laws to the Articles of Organization and to these By-Laws shall be deemed to refer, respectively, to the Articles of Organization and the By-Laws of the corporation as amended and in effect from time to time. All references to Member(s) shall be deemed to refer, to the Members. Any references to board of directors in the By-Laws or Articles of Organization shall be deemed to refer, to the Executive Committee.

ARTICLE III

Membership

Section 1. Members - The members of the Hellenic American National Council shall be the various Federations/Associations and individuals (collectively, the "Member"). Each Member Federation/Association in good standing shall have the right to the number of votes equal to the number of its representatives as determined pursuant to Article XIV, Section 3 of this Constitution. Individual Members in good standing shall be entitled to one vote. All Members of the Hellenic American National Council stand in contractual relationship with each other as well as with the Hellenic American National Council. Thus, Members are obligated to act according to the Hellenic American National Council's objectives and principles and its By-Laws for as long as the Member wishes to remain a Member of the Hellenic American National Council. Any violation may be grounds for disciplinary action and/or loss of membership.

Section 2. Induction of New Members -

(a) Upon the submission of an application for membership from a Federation/Association, the Membership Committee shall conduct an investigation as to the qualifications of the applicant. A report of its findings shall be presented to the Presidents' Forum forthwith to be acted upon. In the event that an applicant is rejected for membership there shall be established by the Presidents' Forum an appeals procedure by which such applicant may appeal for reconsideration. If such applicant is again rejected it may not apply again for membership for at least one (1) calendar year from the date of the appeal decision. An applicant Federation/Association shall be inducted by a two thirds vote of the Presidents' Forum.

(b) Application for membership from individuals shall be evaluated by the Membership Committee and accepted or rejected by majority vote of the Membership Committee.

Section 3. Suspension of Privileges - In the event that a Member is found to be acting contrary to the principles and objectives, the By-Laws or the Articles of Organization of the Hellenic American National Council upon the application by a member, seconded by two other Members in good standing, to the Adjudication Committee, such Member's privileges may be temporarily suspended by the Presidents' Forum, by majority vote. The Adjudication Committee shall issue its advisory opinion to the Presidents' Forum together with its recommendation as to disposition. Upon suspension, such Member shall have the right to appeal its suspension according to the rules and procedures that shall be established by the Presidents' Forum.

Section 4. Removal From Membership - Any Member found by the Adjudication Committee to have breached the principles and objectives of the Hellenic American National Council or such Member has missed three (3) consecutive regular or special meetings shall be removed from the Hellenic American National Council upon a two thirds vote of all voting Members of the Presidents' Forum.

Section 5. Resignation - Any Member may resign from the Hellenic American National Council upon written notice to the General Secretary. Such resignation shall be effective immediately.

Section 6. Remuneration - All Members of the Presidents' Forum shall serve without remuneration, unless otherwise specified in this Constitution. However, such Members shall have the right to request reimbursement of all expenses incurred while conducting official business, provided that such reimbursement is permitted by the Treasury.

Section 7. "Members in Good Standing" - Shall mean inducted Members that are current with their dues.

Section 8. Membership Fees - The annual fee for each Member Federation/Association shall be one hundred dollars (US\$ 100) per representative as determined pursuant to Article XIV, Section 3 of this Constitution. The annual fee for each individual Member shall be established by the Presidents' Forum. The Presidents' Forum may from time to time increase or decrease the annual fee of Members. Each Member Federation/Association shall use its best efforts and endeavor in good faith to hold an annual fundraising event for the benefit of the Hellenic American National Council.

Section 9. Original Incorporator's Waiver - All signatories of the January 11, 1992 "Declaration of Intent" and/or all Federations/Associations at the By-Laws meeting of 28-29 November 1992 meet the present criteria for membership waiver. All such Federations/Associations are considered applicants who have been automatically accepted as members, provided further that such members also qualify as members in good standing. Where a conflict arises, and following the written objections of one of the members who initially met the incorporator's waiver, the Membership Committee should examine such written objection and make a recommendation to the Presidents' Forum for final disposition.

ARTICLE IV

Organization and Structure of the Hellenic American National Council

The Hellenic American National Council shall be governed by the Presidents' Forum and its Executive Committee.

ARTICLE V

The Presidents' Forum

Section 1. Composition - The Presidents' Forum shall be composed of one representative from each Member Federation/Association. The Presidents' Forum shall also include the Executive Committee. Each Federation/Association shall provide the Hellenic American National Council written notice or its representative's name or any changes thereto.

Section 2. Removal - The Presidents' Forum shall have the right to remove any representative from its body if it determines by a two thirds vote that such representative's behavior during its meetings is disruptive of their behavior is detrimental to the principals and objectives of the Hellenic American National Council or if such representative has missed three consecutive regular or special meetings without just cause. The representative's Federation/Association shall receive specific notice of such representative's removal. Such Federation/Association whose representatives has been removed shall have the right to replace such representative immediately.

Section 3. Resignation - Any representative to the Presidents' Forum may resign upon written notice to the General Secretary.

Section 4. Powers of the Presidents' Forum

(a) The Presidents' Forum shall have plenary powers to administer and to achieve the Hellenic American National Council's objectives and principals. The business and property of the Hellenic American National Council shall be managed by the Presidents' Forum which may exercise all the powers of the Hellenic American National Council which are not expressly prohibited by law, the Articles of Organization or these By-Laws.

(b) In the event the Presidents' Forum believes that a particular geographic region is not represented in the Hellenic American National Council, the Presidents' Forum may appoint a Member to represent such region.

Section 5. Meetings and Notices

(a) Annual Meetings - The Presidents' Forum shall hold annual meetings at a place and time to be determined by the Executive Committee. The General Secretary or other designated member of the Executive Committee shall provide written notice to the President of each Member at least two (2) weeks prior to such annual meetings.

(b) Special or Emergency Meetings - Special or emergency meetings shall be held whenever: (1) the President determines that it is in the best interests of the Hellenic American National Council; (2) at least three (3) members of the Executive Committee determine it is in the best interest of the Hellenic American National Council; or (3) at least five (5) representatives from the Presidents' Forum (including members of the Executive Council) determine it is in the best interests of the Hellenic American National Council. Upon receipt of a request for such meeting the General Secretary shall determine a time and place immediately and shall provide all representatives written notice, special delivery return requested, at least three (3) days prior to such meeting.

(c) Regional Meetings - The Executive Committee may hold regional meetings of the Presidents' Forum during the year at the discretion of the Executive Committee or at the request of a Member Federation/Association.

Section 6. Quorum - No regular, special or emergency meeting shall take place unless a majority of the representatives, are present. In the event that a meeting cannot be held due to the lack of a quorum the General Secretary shall notify all representatives within fifteen (15) days of the next meeting, at which time a quorum shall exist if at least six (6) members are present.

Section 7. Committee - The Presidents' Forum shall establish the following committees and any other committees that it will deem appropriate from time to time. Members of the following committees need not be representatives of the Presidents' Forum or Members. Committee members must have special skills that will enable them to serve the committee's objectives.

(a) Constitutional Committee: The Constitutional Committee shall be comprised of three (3) members who will serve for a period of two (2) years. Its members shall appoint a chairman. The Constitutional Committee shall have the power to interpret the Hellenic American National Council's Constitution (by majority vote) as to all articles and provisions. The decisions of all matters pertaining to constitutional interpretation shall be in writing and made available to all representatives of the Presidents' Forum. Any decision which the Committee shall render shall be binding unless the Presidents' Forum amends the Constitution through Article VII. Each decision shall fully explain the reasoning behind it and shall be recorded in writing to be incorporated into the permanent minutes of the Committee. Any member of the Committee wishing to write a dissenting opinion shall have the right to do so and have same duly recorded.

(b) The Membership Committee: The Membership Committee shall consist of five (5) members that shall be appointed by the Presidents' Forum. The Committee's objective shall be to work towards enlarging the membership of the Hellenic American National Council and to advise the Presidents' Forum as to the qualifications of prospective federation/organization applicants. Its reports as to the qualifications of a prospective applicant shall be in writing and recorded in its minutes. The Committee shall appoint its own chairman and clerk.

(c) Election/Nomination and Appointment Committee: The Election/Nomination and Appointment Committee shall be comprised of five (5) members which shall be chosen by the Presidents' Forum to conduct any election, nomination, or appointment as specified in this Constitution. The duties of the Committee shall be the oversight of the election process; assuring that all candidates are eligible for the office sought; timely nominations, elections and appointments and to seal, guard and keep the ballot boxes. The Committee shall choose its own chairman and clerk who shall keep separate records. Upon becoming unanimously satisfied that the nomination and subsequent election were held fairly and in compliance with the Constitution, the Committee shall sign the list of nominees and subsequent winners and shall attest to their validity. In the event any representative wishes to challenge the nomination or election process on any point such representative shall submit an objection in writing stating the reason of the objection. Such objection must be seconded by two (2) other representatives and submitted within forty-eight (48) hours following an election or an appointment. The Committee shall determine whether such objection has merit according to the Constitution and if so shall forward the objection to the Adjudication Committee for final determination.

(d) Adjudication Committee: The Adjudication Committee shall consist of five (5) members who will chose their own chairman and clerk who shall keep and maintain records of all proceedings before it. It shall establish its own rules and procedures and shall publish the same. The Presidents' Forum shall have the power to hire a competent legal expert to assist the Committee in its objectives. Appointment of such legal representative shall be by the Presidents' Forum upon the recommendations of the business before the Committee shall have the right to be represented by any other representative, member or legal counsel. Decisions and dispositive opinions shall be by majority vote in writing. These decisions are to be construed as recommendations to the Presidents' Forum. The Presidents' Forum shall decide on the final disposition of any such matter. The chairman of the Adjudication Committee shall preside in all adjudications whenever possible.

(e) Audit Committee: The Audit Committee shall consist of five (5) members that will choose their own chairman and clerk who shall keep and maintain records of all proceedings before it. It shall establish its own rules and procedures and shall public the same. Duties shall include: (a) To propose appointment of independent auditors to the Presidents' Forum; (b) act as liaison between the independent auditors and undertake issues presented to them by the auditors; and (c) present a financial report every year of the annual audit conducted by the independent auditors.

- (f) Public Relations Committee: RESERVED
- (g) Fund-raising Committee: RESERVED
- (h) Planning and Advance Committee: RESERVED
- (i) Honor Committee: RESERVED
- (j) Educational Committee: RESERVED
- (k) Cultural Committee: RESERVED
- (l) Youth Committee: RESERVED
- (m) Hellenic Archives Committee: RESERVED
- (n) National Affairs Committee: RESERVED
- (o) Committee for the Preservation of the Hellenic Identity: RESERVED
- (p) Committee on Arts: RESERVED
- (q) Committee on Sciences: RESERVED
- (r) Committee on Sports and Athletics: RESERVED

(s) Committee for the Promotion of Hellenistic Thought and Studies:
RESERVED

(t) Liaison Committee: RESERVED

All committee records shall be duplicated and a copy forwarded to the central office of the Hellenic American National Council for safekeeping.

All committee meetings shall require a quorum of the majority of its members.

The Presidents' Forum can add more Committees as needed from time to time.

Section 8. Treasury - Shall consist of special fund accounts, savings accounts, checking accounts and investment portfolios as the Presidents' Forum deems appropriate from time to time.

ARTICLE VI

Executive Committee

Section 1. Composition and Powers - The Executive Committee shall be comprised of the President, First Vice President, Second Vice President, Third Vice President, General Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. The Executive Committee shall function as the executive branch of the Presidents' Forum executing and implementing its policies and orders. The Executive Committee shall have no other authority or power except such power that is granted to it by this Constitution.

Section 2. Sessions - The Executive Committee shall meet once a month at a place and time to be determined. Its members shall be obligated to be in constant communications with each other in regards to official business. Telephone conferences shall be allowed to conduct Executive Committee business.

Section 3. Election, Duties, Powers, Removal and Resignation of the President

(a) Election - Any Member shall be entitled to be nominated and serve as President of the Executive Committee. The President of the Executive Committee shall be elected by majority vote of the Members.

(b) Term - The President shall serve for a period of two (2) years.

(c) Reimbursement - The Presidents' Forum shall provide the President with reimbursement for traveling expenses and incidental expenses associated with such traveling while on official business. Such reimbursement will require approval by the Executive Committee by majority vote.

(d) Duties - The President shall not formulate policy but implement policy formulated by the Presidents' Forum. The President shall write two quarterly

reports to the Presidents' Forum and an annual report to the Members. The President shall represent the Hellenic American National Council at social, cultural and official state functions and shall perform all other duties incidental to the office of President.

(e) Power - The President shall chair all meetings of the Executive Committee and the Presidents' Forum; may spend a maximum of one thousand dollars (\$1,000) from the executive account that shall be maintained on his behalf for the benefit of the Hellenic American National Council provided the President has received preapproval by a majority of the Executive Committee for such expenditure; at no time shall the President have authority to legally bind the Hellenic American National Council in excess of one thousand dollars (\$1,000); at no time shall the President on his or her own authority commit, sell, lease, or license any real or personal property whether tangible or intangible belonging to the Hellenic American National Council; shall have the authority upon demand to examine the General Secretary's books and the Treasurer's accounts; enforce all of the provisions of this Constitution and the will of the Presidents' Forum; shall not vote on any of the Presidents' Forum meetings unless the President's vote acts as a tie breaker; co-signs with the Treasurer on all financial matters; co-signs with the General Secretary all minutes of all meetings and all official correspondence.

(f) Removal - The President shall be removed for just cause only. The President's removal shall require a vote of no confidence by at least two thirds of the Presidents' Forum having a quorum to conduct business. "Just cause" for the purpose of this paragraph shall mean serious violation(s) of the objectives, principles of this constitution or public conduct which is detrimental to the Hellenic American National Council and unbecoming to the office of President. In the event of removal proceedings the President shall have the right to be represented by legal counsel or any other party during the hearing on his removal before the Presidents' Forum. The Presidents' Forum shall promulgate its own orderly procedures in the event of a removal hearing.

(g) Resignation - The President shall have the right to resign upon thirty (30) days written notice to at least two (2) of the following (i) General Secretary, (ii) Vice Presidents, or (iii) Treasurer.

Section 4. Vice Presidents -

(a) Elections - There shall be a First, Second and Third Vice President, elected by majority vote among the ranks of the Members. The term of office shall be for two years. The Elections Committee shall determine by written rules as to the manner of nomination for the office of Vice President. A vacancy may be filled by ad-hoc elections according to the rules set in this section.

(b) Duties - All duties that are associated with the office of Vice President, including the writing of a quarterly report to the Presidents' Forum.

(c) Powers - Whenever the President is unable or so designates, the First Vice President shall exercise all the powers of the President. In the event that the

First Vice President cannot exercise the power of the President, the Second Vice President shall exercise the powers of the President. This contingency applies in the event that the President has either been removed or resigned or due to any physical/mental incapacity. In the event the Second Vice President is unable to perform his or her duties, the Third Vice President shall exercise such functions.

- (d) Removal and Resignation - Same as the President's.

Section 5. General Secretary and Assistant Secretary

(a) Election and Term - There shall be a General Secretary and an Assistance Secretary, elected by majority vote among the ranks of the Members. The term of office shall be for two years.

(b) Duties - The General Secretary shall be responsible for the custody of the seal of the Hellenic American National Council; for the files and vital statistics of every member Federation/Association; in all official meetings they shall keep the minutes and co-sign and attest as to accuracy the same with the President (all such minutes shall be kept in the English language and translated in the Hellenic language); shall co-sign with the President all correspondence of the Hellenic American National Council, and shall provide all Executive Committee and Presidents' Forum members with copies of all such correspondence within reasonable time; shall provide all members notices of meetings with attached agenda's; shall prevent any member of the Presidents' Forum from having access to the Hellenic American National Council's books without the General Secretary's presence or written permission; upon request of a majority of the Presidents' Forum, shall surrender all books within twenty-four (24) hours, any refusal to do so shall result in immediate removal from office; shall send all Executive Committee minutes to the Presidents' Forum by registered mail. The Presidents' Forum may delegate some of the General Secretary's duties to the Executive Director. Failure to fulfill all the above duties may constitute grounds for removal. In the event the General Secretary is unable to perform his or her designated functions, the Assistance Secretary shall exercise such functions.

- (c) Powers - All powers incidental with the office.

- (d) Removal and Resignation - Same as Vice Presidents.

Section 6. Treasurer and Assistant Treasurer -

(a) Election and Term - There shall be a Treasurer and an Assistance Treasurer, elected by majority vote among the ranks of the Members. The term of office shall be for two years.

(b) Duties - The Treasurer shall keep all books of account for the proper financial management of the Hellenic American National Council and in this purpose may from time to time enlist the advice or services of a professional accountant or CPA; shall keep such bank accounts the Presidents' Forum shall authorize from time

to time; shall keep such investment portfolios as the Presidents' Forum shall from time to time authorize; shall keep and maintain the executive account; upon the written request of the majority of the Presidents' Forum the Treasurer shall, within twenty-four (24) hours surrender any and all books or other Hellenic American National Council property to the Presidents' Forum, in the event that he fails to do so such failure or refusal may constitute grounds for removal. The Presidents' Forum may transfer some of the duties of the Treasurer to the Executive Director. In the event the Treasurer is unable to perform his or her designated functions, the Assistance Treasurer shall exercise such functions.

(c) Removal and Resignation - Same as General Secretary's.

Section 7. Administrative Personnel - The following personnel, being necessary for the permanent administration of the Hellenic American National Council shall be appointed by the Presidents' Forum. All such personnel shall serve at the discretion of the Presidents' Forum.

(a) The Executive Director:

(i) There shall be an Executive Director who may, but is not required to be, a Member of the Hellenic American National Council. The Executive Director shall be responsible for the daily management and operation of the central office. His salary shall be established from time to time by the Presidents' Forum. The Executive Director's powers and duties shall be established by the Presidents' Forum. The Executive Director shall report directly to the President who will supervise the Executive Director's performance. The Executive Director shall not be affiliated with any other organization with objectives similar to the Hellenic American National Council; such employee shall not be an officer of any Member Federation/Association associated with the Hellenic American National Council. The Executive Director's office staff shall be appointed by the Presidents' Forum upon the recommendation of the Executive Director. All appearances of impropriety shall be avoided.

(ii) Qualifications - The following criteria should be used to select between potential candidates for this office: the Executive Director (1) must possess substantial academic credentials; (2) must be a recognized and respected member of the Hellenic-American Community citizen; (3) must be an American citizen; and (4) must be well informed of current events concerning the Hellenic Republic, the Republic of Cyprus and the United States, with particular emphasis on international relations.

(b) Secretary of the President: RESERVED

(c) Communications Officer: RESERVED

(d) General Staff: RESERVED

(e) Counsel: The President shall retain legal counsel to act as his adviser for matters involving the Hellenic American National Council. The Presidents'

Forum shall hire separate general legal counsel to represent the Hellenic American National Council.

Section 8. Term Limits - A member of the Executive Committee may not serve in the same office for more than two consecutive terms.

ARTICLE VII

Constitutional Amendment

No Constitutional amendment shall take place without a two thirds majority vote of the Presidents' Forum having quorum to conduct business. Constitutional amendment session by the Presidents' Forum shall be designated as such and no other business shall be conducted during these sessions. All proposed amendments shall be submitted to the Hellenic American National Council's general legal Counsel for his opinion at least twenty one (21) days prior to the vote. The Hellenic American National Council's Counsel shall provide a written opinion to the Presidents' Forum as to any legal ramification, conflicts of interest, or conflicts with other provisions of the Constitution.

ARTICLE VIII

Dissolution or Organization and Distribution of Property

Upon the dissolution of the Hellenic American National Council the assets of the organization will be distributed to other 501(c)(3) corporations with particular emphasis given to such educational and charitable corporations with similar objective and principles as the Hellenic American National Council. The Presidents' Forum shall designate such organizations from time to time.

ARTICLE IX

Indemnification of Officers

The Hellenic American National Council will acquire and keep in place liability insurance for Executive Committee members and the Executive Director. All Hellenic American National Council activities will be protected except for acts of gross negligence, willful or wanton misconduct, intentional acts, or ultra vires acts.

ARTICLE X

Honorary Classifications

Friends/Contributors/Benefactors - The Presidents' Forum shall have the power to create classes of friends, contributors and benefactors and the like, and may permit

membership in such classes upon the payment of a nominal fee or for outstanding activity within the Hellenic community.

ARTICLE XI

Publication of Newsletters and Subscriptions

The Hellenic American National Council shall publicize its activities and achievements to its Members as well as to the general public. For this purpose the Executive Committee shall commission the publications of a quarterly official newsletter. The Committee of Public Relations shall be responsible for editing and content. Subscription fees shall be established from time to time by the Presidents' Forum.

ARTICLE XII

Language

The spoken language of preference during any and all meetings shall be the Hellenic language.

ARTICLE XIII

Declaration

All applicant Federations/Associations as a prerequisite of joining must sign and accept the Declaration of 11 January 1992.

Declaration of 11 January 1992:

"We the Presidents and authorized representatives of the Hellenic American Federations/Associations met in Boston Massachusetts on this 11th day of January 1992 to forge the long desired unity of Hellenism in America through fair and democratic deliberations. Our purpose is to communicate, pursue and promote Hellenism. We declare our unequivocal belief in the ideals of Hellenism; our commitment on issues common to the Hellenic-American community; our willingness to zealously pursue democratic ideals towards the progress and prosperity of the United States of America, Hellas and Cyprus and the continuous improvement of relations between them; our recognition of the independence and autonomy of our member federations and member associations. Wherefore, we the undersigned create the Hellenic American National Council."

ARTICLE XIV

Congress

Section 1. Purpose—For broader participation of the member Federations/Associations within the Hellenic American National Council the Congress of the Hellenic American National Council is created.

Section 2. Powers of the Congress: (Reserved)

Section 3. Composition—The Congress of the Hellenic American National Council shall be composed of the President of each member Federation/Association. In addition, each member Federation Association shall be entitled to additional representation in the Congress in accordance with the following schedule:

Federations/Associations with 4 to 10 member societies: 1 representative;
Federations/Associations with 11 to 25 member societies: 2 representatives;
Federations/Associations with 26 to 49 member societies: 3 representatives; and
Federations/Associations with more than 50 member societies: 4 representatives.

Each member Federation/Association shall certify to the Executive Committee the number of its member societies and provide a list of its member societies in good standing no later than one month prior to the annual meeting of the Hellenic American National Council.

ARTICLE XV BOARD OF TRUSTEES

15.1 There shall be a ten (10) member board known as the Board of Trustees. The Board of Trustees shall be responsible for the perpetual continuity of the Hellenic American National Council. Further, the Board of Trustees shall also be responsible for advising the Presidents' Forum and Executive Committee on matters of policy and management. On matters which are of consequence to the well being of the Hellenic American National Council the Trustees shall have consent authority. The Trustees shall establish their own government procedures and regulations.

15.2 Qualifications. A Trustee shall be an individual that is well respected as a leader of the Greek American community.

15.3 Initial Election and Term. The initial Trustees shall be elected by the Members by majority vote. Each Trustee so elected shall hold office until his or her successor has been elected at such meeting and has qualified to serve as Trustee (except in the event of resignations or removals or vacancies pursuant to the terms hereof). Beginning with the Trustees initially elected, each Trustee shall hold office for a period of ten (10) years unless such Trustee resigns or is removed as provided herein.

15.3 Vacancies. Any vacancy created by an increase in Trustees shall be filled by the appointment or election of an individual having the qualifications described in this Article. Any such appointment or election shall not become effective, however, until the individual so appointed or elected shall have accepted in writing such appointment or election and agreed in writing to be bound by the terms hereof. No reduction in the number of Trustees shall have the effect of removing any Trustee from office. Whenever a vacancy in the number of Trustees shall occur, until such vacancy is filled as provided herein, the Trustees in office, regardless of their number, shall have all the powers granted to the Trustees and shall discharge all the duties imposed upon the Trustees.

15.4 Resignation and Removal.

(a) Any Trustee may resign (without need for prior or subsequent accounting) by an instrument in writing signed by him or her and delivered or mailed to the Chairman, if any, the President or the Secretary and such resignation shall be effective upon such delivery, or at a later date according to the terms of the instrument.

(b) Any of the Trustees may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Members. A Trustee may also be removed with cause by the action of two-thirds (2/3) of the remaining Trustees. Removal with cause shall include, but not be limited to, the removal of a Trustee due to physical or mental incapacity.

15.5 Vacancies. The term of office of a Trustee shall terminate and a vacancy shall occur in the event of the death, resignation, adjudicated incompetence or other incapacity to perform the duties of the office, or removal, of a Trustee. A vacancy shall also occur in the event of an increase in the number of Trustees. No such vacancy shall operate to annul these By-laws. In the case of a vacancy, a two-thirds (2/3) vote of the remaining Trustees, may fill such vacancy, and any Trustee so elected shall hold office as provided herein.

15.6 Meetings. Meetings of the Trustees shall be held from time to time upon the call of the Chairman, if any, the President, or the Executive Director. Regular meetings of the Trustees may be held without call or notice at a time and place fixed by resolution of the Trustees. Notice of any other meeting shall be given not later than 72 hours preceding the meeting by United States mail or by electronic transmission to each Trustee at his business address as set forth in the records of the Trust or otherwise given personally not less than 24 hours before the meeting but may be waived in writing by any Trustee either before or after such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

15.7 Quorum Except as provided in Section 15.5, a quorum for all meetings of the Trustees shall be one half (1/2) of the total number of Trustees. Unless provided

otherwise herein, any action of the Trustees may be taken at a meeting by vote of a majority of the Trustees present in person or by proxy (a quorum being present), or without a meeting by written consent of a majority of the Trustees, which written consent shall be filed with the minutes of proceedings of the Trustees or any such committee. If there be less than a quorum present at any meeting of the Trustees, a majority of those present may adjourn the meeting until a quorum shall have been obtained. All or any one or more Trustees may participate in a meeting of the Trustees or any committee thereof by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to such communications system shall constitute presence in person at such meeting.

15.8 Trustee Committees Any committee of the Board of Trustees, including an executive committee, if any, may act with or without a meeting. A quorum for all meetings of any such committee shall be two or more of the members thereof, unless the Trustees shall provide otherwise. Unless provided herein, any action of any such committee may be taken at a meeting by vote of a majority of the members present (a quorum being present) or without a meeting by written consent of a majority of the members, which written consent shall be filed with the minutes of proceedings of the Trustees or any such committee.

15.9 Ex-Officio Members. Any former President of the Executive Committee not serving on the Board of Trustees as a Trustee shall be an *ex-officio* member of the Board of Trustees.

ATTACHMENT A TO THE CONSTITUTION OF THE
HELLENIC AMERICAN NATIONAL COUNCIL, INC.

Further definitions for the conduct and regulation of the business and affairs of the corporation for its voluntary dissolution, or for the limiting, defining, or regulating the power of the corporation, or of its directors, officers or members, are as follows:

(a) The corporation, may exercise all the powers granted by the Massachusetts General Laws Chapter 180; provided however that it reserves the right to grant more rights to its members or limit the same where permitted by law.

(b) Meetings of the members may be held anywhere within and without the United States.

(c) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purpose of the corporation as herein set forth except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article I. No substantial part, as defined by Internal Revenue Service regulation and case law, of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate shall be entitled to qualify for exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code as the same may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.

(d) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, religious or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, charitable, religious or literary purposes, as so defined. It being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

(e) In the event that the corporation is determined as being a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provision of the Articles of Organization or the By-Laws of the corporation the following provisions shall apply:

The corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.