

AMENDED AND RESTATED BY-LAWS OF
THE AMERICAN LEBANESE CULTURAL CENTER



AMERICAN LEBANESE CULTURAL CENTER

BYLAWS AS AMENDED ON *[10/28/2023]*

Article I. NAME, MISSION, VISION AND POLICY

Section 1.01 Name: The name of this Nonprofit organization is The American Lebanese Cultural Center (sometimes, hereinafter referred to as “ALCC”). The office shall always be located in the greater Houston area, Texas.

Section 1.02 Mission: The mission of the American Lebanese Cultural Center of Houston is to promote, preserve, and celebrate the rich heritage and diverse cultural traditions of the Lebanese community in Houston.

We are committed to fostering a strong sense of belonging and community among Lebanese Americans, as well as encouraging cultural exchange and understanding between the Lebanese community and the wider Houston population.

Section 1.03 Vision. This Mission is to be accomplished by the following Vision:

- (a) Maintaining fellowship and unity of purpose among Lebanese Americans, advancing their social, cultural, civic life, and promoting the ideas of civic responsibility, community service, and integration through cultural, educational, and charitable activities.
- (b) Promoting appreciation and understanding of the Lebanese culture and heritage.
- (c) Providing social, cultural, and educational services to the community at large.
- (d) Promoting a stronger bond of friendship between the people of the United States and the people of Lebanon through cultural and social activities.

Section 1.04 Policy:

- (a) The ALCC is a nonprofit organization that is non-religious and non-denominational. The ALCC shall not discriminate based on religion, race, gender, national origin, or political view, among others, nor shall it engage in any political, or religious affiliations.
- (b) The ALCC shall not actively engage in any form of partisan politics, nor be identified with any political affiliation.

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(c) The ALCC shall not actively engage in nor be identified with any form of religious affiliation, nor with any religion, nor with any philosophical affiliation. The ALCC shall always remain non-religious and non-denominational.

Article II. MEMBERSHIP

Section 2.01 Definitions:

(a) **Privileges.** Membership within the ALCC shall include privileges as may be prescribed herein or as determined by the Board of Directors (hereafter the "Board") and as revised by the Board from time to time.

(b) **Fees.** A membership fee shall be required of all members and is payable on an annual basis. The fee schedule shall be proposed by the Membership committee and approved by the Board.

(c) **Requirements.** Membership shall not be restricted except as defined under the requirements herewith.

(i) **Affirmation.** By applying for membership, a candidate is affirming that the individual will uphold the By-Laws of this organization and will abide by all the rules and regulations associated herewith and as may be determined by the ALCC from time to time.

(d) **Final Decision.** A membership applicant shall accept as final all the decisions by the Board relating to any interpretation of an individual membership application, and an individual shall abide by them with no recourse against the ALCC or the Board.

(e) **Membership.** Maintaining membership is defined as in good standing if the member has paid the required dues.

Section 2.02 Membership Classes

(a) **Honorary.** The ALCC may grant an honorary membership to an individual in recognition of outstanding achievement service. Honorary members shall be exempt from paying any dues and assessments. An Honorary member shall have no official duties.

(b) **Regular.** A regular member must be a citizen or permanent resident of the USA and be 18 years of age or older. A Regular member shall have all the privileges of membership, and can be an individual, or a family.

(i) **Voting:** A regular member has met the eligibility of becoming a Voting Member after six months after serving as a Regular Member in Good Standing.

(ii) **Term:** The term of membership shall be for One Year. The Board shall determine the date when membership becomes effective. It is renewable automatically upon payment of renewal dues, barring any changes in member's standing.

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Section 2.03 Voting Rights: A Member shall be eligible to be a Voting Member, and therefore vote for Board Directors, after six months of being a Member in Good Standing.

Section 2.04 Right to hold office: A Member shall be eligible to be elected and become a Member of the Board after being a Member in Good Standing for at least six months.

Section 2.05 Application. To become a member applicants must submit a completed an ALCC membership application.

Section 2.06 Dues. Annual fees shall be determined by the Board and shall be due at the beginning of the membership year (any twelve-month period) for each current Member. Membership shall become effective only after payment is received. A Member may be terminated from the ALCC at the discretion of the Membership Committee if such Member is not current with the membership dues or if they are in violation of ALCC member rules, which may be updated from time to time by the Board.

Section 2.07 Termination of Membership. The Membership Committee has the right to terminate any member with or without notice if convicted of illegal acts. The Board shall be the exclusive and final judge on all disputed matters with regards to termination of Membership.

Section 2.08 Resignation. Any Member may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article III. BOARD OF DIRECTORS.

Section 3.01 Governing Body and Authority. The Board of Directors (hereinafter, the "Board") shall be the governing body of the ALCC and is subject to the Bylaws, the Articles of Incorporation, and applicable laws. The Board shall make decisions regarding the management of the ALCC, including but not limited to establishing policies, procedures, and regulations. The Board shall determine the dues, requirements, rights, and privileges of Membership. The Board shall be the exclusive and final "judge of fact" on all matters within the ALCC or with outside parties regarding the ALCC, and all Members agree to accept and abide by the Board's decisions.

Section 3.02 Board Composition

(a) Number. The Board shall consist of a minimum of seven (7) members and a maximum of eleven (11) members, each of whom shall be referred to as a "Director" and collectively as "Directors". Subject to the above limits, the board may increase or decrease the numbers of Directors. A decrease in the number of Directors will not affect the term limit of a current Director.

(b) Qualifications. A Director must demonstrate the following qualifications:

- At least twenty-one years of age
- Must have been a Voting Member in Good Standing for at least six months.
- Two references from sources not related to the applicant attesting to the moral character of the candidate.
- Proven track record of community or pro bono services.

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- Proven record of strong leadership, such as good communications, conflict resolution, teamwork, and collaboration.

Section 3.03 Term. Directors may serve for two years and if re-elected to a second term, shall be limited to two consecutive terms.

Section 3.04 Resignation. A board member may resign at any time by giving a written notice to the Executive Committee. A written notice can be in the form of a letter, an email, or a text message. All resignations are final and are not subject for negotiations or discussions.

Article IV. ELECTION TO THE BOARD.

Section 4.01 Election Eligibility: A Regular member can run for elections but cannot serve on the Nominations & Elections Committee.

Section 4.02 Nominations of Candidates. Subject to the requirements for candidates seeking a position on the Board as set out in these Bylaws, nominations of qualified candidates shall be submitted to the Nominating & Elections Committee. A qualified candidate is any Voting Member in Good Standing (“Candidate”). Notice shall be given by the Nominating Committee to all Voting Members at least thirty days before an election. Candidates shall have fifteen days to submit their nominations, after which time the list of nominees shall be final and closed.

Section 4.03 Nominations & Elections Committee. The Nominations & Elections Committee shall vet the nominees as set forth in Section 4.02 (b) and present the list of approved candidates along with their profile to the general membership for voting. In the event of a resignation or a board member removal, the Executive Committee may nominate a replacement from the pool of candidates who were not elected to be approved by the Board of Directors.

Section 4.04 Board Member Election. Voting members may vote in person or by proxy. A vote by proxy must be in writing by mail, email, or other electronic means, prior to the elections.

Section 4.05 Term. The Term of office shall be for 2 years or the balance thereof in case of an unexpired term vacancy, with the first term expiring on December 31st, or thereafter until a successor is designated. The new board members shall take office on January 1st and shall elect the Executive Officers during their first meeting in January. Expired term Executive Officers shall continue their duties until the election of the new Officers.

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Article V. MEETINGS.

Section 5.01 Quorum. At any meeting, a quorum must be present for a vote to be valid and unless otherwise outlined in these Bylaws: A quorum is defined as a simple majority of a Committee or the Board or the Board of Trustees, hereinafter referred to as “Trustees”.

Section 5.02 Meetings. The Board shall meet at least once a month. The monthly meeting dates shall be agreed upon for the rest of the year in its January board meeting of each year.

Section 5.03 Special Meetings: Any Director, by notifying in writing the Secretary or the President, may request a Special Board meeting. The Secretary shall, within five days, tally members individually of such request and if a majority consents, the meeting shall be held with official notice.

Section 5.04 Voting Procedures: A Director may cast his / her vote in person, by absentee vote, or by proxy. A proxy must be sent in writing to the Secretary, and must be received by mail, email, or other electronic means, prior to voting on the respective matter, and must conform to the requirements for such voting established from time to time by the Board. Secret ballots may be requested by any Director and shall require simple majority approval to be carried on.

Section 5.05 Decisions of the Board: With regards to votes by the Board, and notwithstanding other sections of the Bylaws requiring Trustee approval, Board members shall vote by a simple majority once a quorum is achieved concerning ordinary matters.

Section 5.06 General

(a) **Visitors.** Visitors and non-voting Members, when invited by any Director and approved by a majority of Directors to attend a Board meeting, may speak only with the consent of the Board. If the Board decrees, they must leave the meeting room during discussion and voting.

(b) **Accounting.** The Board may appoint a Director to perform accounting activities and the same will not be considered a conflict of interest. The Board may approve reasonable compensation for such accounting services.

(c) **Notice.** Official notices to Directors shall be accepted as such when done by mail, email or other electronic means.

(d) **Year.** The official financial year is the Calendar Year.

Section 5.07 A Director who is absent for **three** consecutively scheduled Board meetings or fifty percent of regularly scheduled Board meetings in a calendar year, will be removed from the Board upon a simple motion of any current board member. A removed Director shall not be considered a current Director for Quorum purposes.

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Article VI. EXECUTIVE OFFICERS.

Section 6.01 Definitions.

(a) **Officers.** The Board shall elect the Executive Officers from the Board during the first Board meeting in January of each calendar year. New Officers shall assume their duties immediately upon their election. The Executive Officers shall consist of the following five Members: President, Vice President, Secretary, Treasurer and Parliamentarian.

(b) **Eligibility.** A candidate for Executive Office must be a member of the elected Board. The President must have served a minimum of one year on the Board at any one time.

(c) **Office.** No Officer of ALCC Board may hold more than one Executive Officer position at any one time.

(d) **Term.** The term of an Executive Officer shall be for one year and may be re-elected for consecutive terms but shall never violate Board term limits in Section 4.05 .

Section 6.02 The President.

(a) The President shall preside at ALCC Board meetings and general membership meetings and shall maintain decorum and order during all official functions.

(b) The President shall present a report on the activities and progress of the ALCC at each regularly scheduled meeting.

(c) The President shall monitor and advise the Board on the financial condition of the ALCC.

(d) The incumbent President or Presiding Chair may not vote except in case of a tie in any official meeting.

(e) The President shall have the authority to act in the name of the ALCC in any manner pertaining to the common good, provided such action is consistent with the mission and vision of the ALCC and not inconsistent with a decision by the Board. Such actions shall not in any way conflict with these By-Laws.

(f) The President shall have the authority to call for a Board Meeting.

(g) The President may call a meeting with any and all officers and/or committee heads as necessary.

Section 6.03 Vice President.

(a) In the event of the absence, removal, incapacity, or other reasons that the President is unable to fulfill his duties as President, the Vice President, based on the election order, shall preside at all meetings, and fulfill all duties of the President.

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Section 6.04 The Treasurer.

- (a) The Treasurer shall keep a record of all collections and disbursements throughout the year and deposit received funds in the ALCC accounts within five (5) business days of receipt in a bank determined by the Board. The Treasurer shall coordinate the collection of dues with the Membership Committee.
- (b) The Treasurer shall present a report at each regularly scheduled meeting about the financial condition of the Treasury with reference to receipts and disbursements.
- (c) All checks expended must bear the signature of the Treasurer and the signature of the President or, in his absence, the Vice President, for disbursements in excess of \$3,000.00. An operating account with single signature may be authorized by the Board as may be warranted for lesser amounts.
- (d) The Treasurer shall keep, maintain, and administer the Directors & Officers Liability Insurance, and ALCC liability insurance, as required.
- (e) The Treasurer shall coordinate with the Certified Public Accountant and arrange to report the CPA activities to the Board, including the annual audited financials and tax returns of the ALCC.

Section 6.05 The Secretary.

- (a) The Secretary shall be responsible for all notices to Members.
- (b) The Secretary shall prepare and maintain permanent records of the minutes of the Board meetings. Those minutes shall be reviewed and approved by the Board of Directors.
- (c) The Secretary shall abide by any or all rules for non-profit in the State of Texas
- (d) All official incoming and outgoing communications shall be conducted through the Secretary.
- (e) In the absence of the President and Vice President, the Secretary can convene meetings to carry out the routine business of the ALCC.

Section 6.06 The Parliamentarian.

- (a) The Parliamentarian shall attend Board meetings of the ALCC and provide necessary advice on meeting rules and conduct as needed.
- (b) The Parliamentarian shall conduct Officer elections, provide instructions on the election process, and provide guidance when contacted for additional information. The Parliamentarian shall be a member of the Nominations and Elections Committee.
- (c) The Parliamentarian shall chair the Bylaws Committee and review the Bylaws and any standing rules annually.

Article VII. COMMITTEES.

Section 7.01 Creation and Authority. The Board may create one or more committees whose primary function is to involve the general membership in community events, programs and/or projects. However, no such committee shall have any authority with respect to:

- (a) Amending, altering or repealing any of the Bylaws;
- (b) Electing, appointing, or removing any Director or Officer of the ALCC;
- (c) Amending the Articles of Incorporation;
- (d) Adopting a plan of merger;
- (e) Adopting a plan of consolidation with another corporation; or
- (f) Authorizing the sale, lease, exchange or mortgage of all or substantially any of the property and assets of the ALCC;
- (g) Authorizing the voluntary dissolution of the organization or revoking proceedings thereof;
- (h) Adopting a plan for the distribution of the assets of the corporation;
- (i) Amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him by law.

Section 7.02 Chairman. The Chairman of each committee, including Standing Committees must be an ALCC member and shall be approved by the Board. and authorized to appoint the members thereof. The Chairman shall have the authority to bring matters out of committee to the whole board for decisions.

Section 7.03 Vacancies. Vacancies in the membership of any committee may be filled from the general membership or general public. Notice of vacancies shall be put forth to the general public with description of the functions of the said committee.

Section 7.04 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a simple majority of the whole committee shall constitute a quorum. The act of the simple majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.05 Visitors. Members of the ALCC may attend Committee meetings when invited by a Committee Member and with prior approval by the Committee Chair. Visiting Members may not, however, share in discussion unless called upon or unless requested, and may not participate in voting or the official business of the Committee.

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Section 7.06 Standing Committees:

(a) **Nominations & Elections Committee:** The committee shall consist of a maximum of 7 members and must consist of a simple majority of Trustees. The Committee is responsible for receiving and screening applications for Board membership and conducting annual elections and orientation of incoming freshmen board members.

(b) **Membership Committee:** The responsibility of this Committee is to promote and grow the membership base.

(c) **Bylaws Committee:** The committee shall consist of a maximum of 7 members and must consist of a simple majority of Trustees. The current Parliamentarian shall chair this committee and is responsible for interpreting, reviewing, and amending the Bylaws as needed.

(d) **Festival Committee:** The current President and Treasurer of the board shall always be members of this committee. It is tasked with overseeing the planning and implementation of the Houston Lebanese Festival.

(e) **Events Committee:** The committee shall be responsible for planning and organizing all cultural, social and recreational programs.

Section 7.07 Responsibilities A committee chair is tasked in leading and implementing the Board's strategic plan of a given year by developing a proposal and timeline to accomplish an established action plan. The committee chair shall provide periodic status report of the said committee to the Board.

Article VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 8.01 Contracts. The Board may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.02 Drafts, etc. All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.04 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

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Section 8.05 Operation: The Corporation, its Board, officers and agents, shall not perform any act which shall constitute a basis for denial of tax exemption under applicable laws. In particular,

The Corporation shall not:

- (a) lend any part of its income or property, without receipt of adequate security and a reasonable rate of interest;
- (b) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
- (c) make any part of its services available on a preferential basis;
- (d) make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
- (e) sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth; or
- (f) engage in any other transaction which results in a substantial diversion of its income or corpus to a person who has made a substantial contribution to the Corporation, a member of the family of such person, or a corporation controlled by such person.
- (g) accumulate out of income amounts which are: unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption;
- (h) used to a substantial degree for purposes or functions other than those constituting the basis for tax exemption; or
- (i) invested in such a manner as to jeopardize the carrying out of the purpose or function constituting the basis for tax exemption.

The Corporation shall:

- (j) Seek competitive bids for purchases of goods and services following terms as specified and directed by the Board of Directors.
- (k) Maintain copies of its financial records and meeting minutes in paper or digital form and upon request be accessible to all board members.
- (l) Shall conduct its business in an ethical and legal manner.

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Article IX. FISCAL YEAR.

Section 9.01 The fiscal year of the Corporation shall be a calendar year from January through December.

Article X. SEAL.

Section 10.01 The Corporation may, but is not required to, have a seal and may conduct all activities in furtherance of its purpose and execute all instruments necessary to any transaction conducted by the Corporation without imprinting of a seal on said instruments.

Article XI. WAIVER OF NOTICE.

Section 11.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or 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.

Article XII. INDEMNIFICATION.

Section 12.01 The Corporation shall indemnify every director and officer of the Corporation against and reimburse and advance to every director and officer for, all liabilities, costs and expenses incurred in connection with such directorship or office and any actions taken or omitted in such capacity to the greatest extent permitted under the Texas Non-Profit Corporation Act and all other applicable laws at the time of such indemnification, reimbursement or advance payment.

Section 12.02 The ALCC shall have and abide by a Conflict-of-Interest Policy.

Article XIII. Process of amending and approving changes of the bylaws

Section 13.01 Amendments. Except where specified otherwise in these Bylaws, the Board shall have the authority to amend these Bylaws by a simple majority plus one vote of the entire Board and upon minimum 30-day notice and with full details of the proposed Amendment and text. Upon approval by the Board, the amended bylaws must be sent to the entire Trustees within two days. The Trustees may vote to veto or not by simple majority within thirty days the entire document approved by the Board and send it back to the committee with recommendations.

Section 13.02 Parliamentary Authority shall be pursuant to "Robert's Rules of Order" which shall govern in cases not covered by these Bylaws.

Article XIV. DISSOLUTION

Section 14.01 Dissolution. Upon dissolution, all cash and assets of the ALCC shall be distributed in accordance with the purposes of the ALCC and in full compliance with all applicable laws.

Article XV. Founders

The Founders are those who initiated this organization and served on the first Board of Directors are recognized for their contribution of starting the ALCC.

Article XVI. TRUSTEES.

Section 16.01 Definition. Trustees serve the ALCC in an advisory capacity to assist the Board and preserve the continuity of the ALCC and its mission, as outlined in these Bylaws. Trustees must be ALCC members in good standing.

Section 16.02 Term and Composition. The term for a Trustee is perpetual unless removed as provided herein. The number of Trustees shall not exceed 30. A maximum of three new Trustees may be added each year. Once the number of Trustees reaches 30, for each Trustee that is added, one Trustee must be removed by a simple majority vote of the Trustees, using criteria based on amount of participation and contribution to the ALCC.

Section 16.03 Powers. The Trustees shall have the following powers:

(a) The authority to dissolve the Board and organize a newly elected Board. This authority can be exercised by a simple majority plus one vote of the Trustee Board.

(b) A Trustee is eligible to also serve on the Board.

(c) Approval of the Trustees shall be required for any of the following Board Decisions:

- i. Dissolution of the ALCC as an organization;
- ii. Purchase of Property, Land or Building including plans for approval or construction; and
- iii. Entering into any loan or credit agreements

Section 16.04 Meetings and Quorum. The Trustees shall meet at least twice per year or as often as needed upon the request of the Chairman of the Trustees. A simple majority of the Trustees must be present to form a Quorum. Trustees are also able to attend any Board meeting, participate in their discussions, and receive meeting minutes and financial reports. When attending Board meetings,

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Trustees have no individual voting power on decisions made by the Board, unless they currently occupy a Director position on the Board.

Section 16.05 Election. The Board of Directors may nominate a current or former Director as a candidate for the Trustees with a simple majority. Within 30 days, the Trustees must vote to approve or reject the candidate with a simple majority.

Section 16.06 Honorary Trustees: The Trustees can nominate and vote with a simple majority plus one to grant the title of ALCC Honorary Trustee to any member of the community that the Trustees deems worthy of such honor. The Honorary Trustees shall be nonvoting members and shall not be counted toward the maximum size of the Trustees. Honorary Trustees shall be exempt from membership fees.

Section 16.07 Residency. For all requirements of these Bylaws, Trustees who relocate their residence outside a 100-mile radius of downtown Houston shall be removed from the Trustees.

Section 16.08 Chair. The Trustees shall elect a Chair once a year who shall preside at its meetings and call for the Trustees meetings.

Section 16.09 Removal. Once a Quorum is achieved, A Trustee may be removed for other reasons than Residency by a simple majority plus one vote. A Trustee may be removed for failure to attend two consecutive Trustee meetings.

Section 16.10 Applicability. All sections that pertain to the Board of Directors set forth shall apply to the Trustees.

Article XVII. ADOPTION OF BYLAWS.

Section 17.01 Amendment. These Bylaws are hereby adopted by Resolution dated *[[*

Respectfully submitted,

Board Secretary - American Lebanese Cultural Center
Full Name

Date