



**BYLAWS OF**  
**Tigray Community of Dallas-Fort Worth**  
**(TCDFW)**

TCDFW Bylaws

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## I. PREAMBLE

1. **Governing Law:** These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of this Organization. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Organization, these Bylaws will be controlling.
2. **Name:** The organization is officially known as the "**Tigray Community of Dallas-Fort Worth**," also referred to as TCDFW.
3. **Location:** Dallas, Texas shall be the Headquarters of the Organization. The Organization may have such offices as the Board of Governors my determine or as the affairs of the Organization may require from time to time.
4. **Non-Profit Purpose:** TCDFW is a nonprofit organization that is organized and operated exclusively for charitable and educational purposes pursuant to section 501(c)(3) of the Internal Revenue Code, with no affiliation to any political or religious organization. The organization is incorporated in the state of Texas, United States of America. Specifically, acknowledging the paramount importance of community empowerment, our organization is founded with the primary purpose of fostering unity, support, and progress within the Tigrayan residing in Dallas-Fort Worth and surrounding. Furthermore, the purpose of the Organization is to engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.
5. **Powers:** TCDEW is a non-profit Organization and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, TCDFW shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as

Organization that is exempt from federal income taxation as an organization described in Section 501(c) (3) of the Code.

6. **Principles:** Embracing the fundamental tenets of democracy, we are dedicated to creating an environment where every member has an equal voice and decision-making power. Absolute democratic governance is our cornerstone, ensuring inclusivity and representation for all.
7. **Community Involvement:** We recognize that a thriving community relies on active participation and collaboration. Our organization is propelled by the belief that collective efforts lead to collective success, and we encourage the involvement of every member in shaping the destiny of our community.
8. **Guiding Values:** Rooted in unity, resilience, and cultural preservation, our organization is guided by these core values. We strive to celebrate our diversity, creating a space where the richness of Tigrayan culture can be shared and preserved for future generations.
9. **Transparency and Accountability:** As stewards of the Tigray Community Organization in Dallas, we commit to upholding the principles of transparency, accountability, and ethical conduct. We recognize the importance of trust and endeavor to maintain the confidence placed in us by our community.
10. **Inclusivity and Diversity:** We celebrate the diversity within our community and actively work towards inclusivity. Our organization is a space where individuals of different backgrounds, perspectives, and experiences come together in harmony, contributing to the vibrancy of our collective identity.
11. **Cultural Preservation:** Through cultural celebrations, educational initiatives, and community-driven projects, we aim to preserve and promote the rich cultural heritage of the Tigray community. Our efforts, which include organizing cultural events, festivals, and activities showcasing Tigray arts, music, dance, and cuisine, seek to bridge generations and foster a deep appreciation for our shared identity. The Tigray community shall actively promote and preserve Tigray culture, traditions, languages, and heritage, ensuring that these elements remain a vibrant and integral part of our collective experience.

## II. INDIVIDUAL ARTICLES OF THE BYLAWS

### Article 1: Name of the Organization

#### 1. Name of the Organization

- 1.1. The name of the organization shall be "Tigray Community of Dallas-Fort Worth" and shall also be known and written as TCDFW.
- 1.2. The name TCDFW may be used interchangeably and in all contexts to represent the "Tigray Community of Dallas-Fort Worth."
- 1.3. The name "Tigray Community of Dallas-Fort Worth" and the abbreviation TCDFW shall be the legal and recognized designations of the organization for all official, regulatory, and organizational purposes.
- 1.4. The organization retains exclusive rights to its name and associated identifiers, and any use or reproduction by external entities requires explicit authorization. The organization may take legal action to protect its name and intellectual property rights.
- 1.5. All official communications, documents, and representations to the public shall use the designated name "Tigray Community of Dallas-Fort Worth" or its abbreviation TCDFW to maintain consistency and clarity in external relations.
- 1.6. The organization may enter into contracts, agreements, and legal arrangements using its official name or its abbreviation TCDFW, and such usage shall be considered binding and representative of the organization.
- 1.7. The organization shall maintain accurate and up-to-date records reflecting its official name and any variations used in official documents, ensuring consistency in all organizational records and communications.

## Article 2: Mission

The organization's mission is to empower the Tigrayan community in Dallas and surrounding, all age groups from children and youth to the elderly in our community. We aim to build a united, vibrant, and interconnected community that preserves and celebrates our Tigrayan heritage. Our commitment is to foster prosperity and make a positive impact locally and in our homeland, Tigray.

## Article 3: Vision

To Create a united and vibrant Tigrayan diaspora community in Dallas-Fort Worth. We empower individuals and families to lead successful lives, all age groups from children and youth to the elderly in our community. We aim to nurture future leaders deeply connected to their Tigrayan heritage, fostering intergenerational collaboration to bridge our past, present, and future. Together, we strive to cultivate responsible citizens who contribute to the well-being of both Dallas-Fort Worth and our homeland, Tigray.

## Article 4: Objectives

### 4. Objectives

- 4.1. Empower and educate the youth within the Tigrayan diaspora community through mentorship programs, educational initiatives, and cultural activities to strengthen their sense of identity and personal and professional development.
- 4.2. Foster a sense of unity and collaboration within the Tigrayan community in Dallas by organizing community events, cultural celebrations, and forums that encourage open dialogue and mutual support.
- 4.3. Provide resources and support to individuals and families within the community, including access to education, job opportunities, and social services, to help them lead prosperous and fulfilling lives in Dallas.

- 4.4. To coordinate public events in DFW that celebrate Tigrayan culture and heritage, such as Ashenda and Lekatit 11, in addition to observing holidays designated by the Tigray government.
- 4.5. Instill a sense of responsibility and global citizenship among community members, encouraging them to actively engage in charitable and development projects in Tigray to contribute to its wellbeing and development.
- 4.6. Facilitate intergenerational collaboration and understanding, ensuring that the wisdom of older generations is shared with and appreciated by the youth, and that the energy and innovative ideas of the youth benefit the entire community.
- 4.7. Collaborate with local organizations and authorities to address the needs of the Tigrayan diaspora community, ensuring access to essential services and advocating for their rights and well-being in Dallas.
- 4.8. Establish partnerships and initiatives that contribute to the development and betterment of Tigray, such as supporting healthcare, education, infrastructure, and economic development projects.
- 4.9. To establish a community center that will host the community's office, community gathering hall, and that will serve as educational and events venue.

## **Article 5: Memberships**

### **5. Memberships**

- 5.1. Membership in the organization is strictly reserved for Tigrayan origin, individuals born or raised in Tigray, those with Tigrayan ancestry, or those connected through marriage or adoption, all committed to its mission and objectives, without bias on other grounds. This definition of "Tigrayan origin" encompasses not only those nurtured in Tigray but also their spouses and adopted family members.

5.1.1. Accept and commit to abide by the community bylaws

5.1.2. Submit a completed and signed membership form

count as one member

- 5.1.3. Pay the required membership fee of \$48 US dollars annually.
- 5.2. Membership shall be categorized based on criteria established by the organization.
- 5.3. All members in good standing have the right to vote on matters brought before the membership for decision.

## **Article 6: Termination of Membership**

### **6. Termination of Membership**

- 6.1. Membership may be terminated upon death or voluntary withdrawal or involuntary including the following conditions.
  - 6.1.1. Members failing to meet their financial obligations, including the non-payment of dues, may face termination.
  - 6.1.2. Members engaging in conduct contrary to the organization's bylaws may be subject to termination.
  - 6.1.3. The directives or procedures that would be issued by the board of governance may stipulate other reasons for membership termination, providing clarity on the circumstances and processes involved.
  - 6.1.4. Members who consistently fail to abide by the bylaws and governance structures of the organization may face termination. The process for reviewing such cases and providing an opportunity for rectification or appeal shall be detailed in the directives or procedures.
- 6.2. In certain circumstances, the organization reserves the right to suspend a member temporarily pending investigation or resolution of issues leading to potential termination.
- 6.3. Members facing termination or suspension shall have the right to appeal the decision.
- 6.4. Accurate records of membership terminations, suspensions, and appeals shall be maintained in compliance with applicable laws and organizational policies.

## Article 7: Membership Dues and Related Financial Matters

### 7. Membership Dues and Related Financial Matters

- 7.1. TCDFW is a member-based organization and as such it shall establish membership dues to support its activities and initiatives.
- 7.2. The organization shall define the structure of membership dues, categorizing members into different groups and specifying the corresponding fee amounts.
- 7.3. The payment schedule for membership dues is annual (once a year). The grace period for membership renewal shall be the first three months (January, February, March) of the calendar year to allow members additional time for payment before consequences take effect.
- 7.4. Members who fail to pay their membership renewal fees by March 31st will automatically lose their membership as well as benefits.
- 7.5. The Board will specify the criteria under which certain members may be exempt from or eligible for a reduction in membership dues. Exemption or reduction criteria may consider factors such as financial hardship, special contributions to the organization, or other justifiable circumstances. The criteria will be evaluated on every membership renewal.
  - 7.6.1 Full-time students - **50%** discount on all applicable fees.
  - 7.6.2 Financial hardship - case by case determined by the board.

## Article 8: Membership Fees, Entitlements and Member Responsibilities

### 8. Membership Fees, Entitlements and member Responsibilities

- 8.1. Membership Fees are outlined as follows:
  - 8.1.1. **The annual membership** fee is \$48 dollars per year for adults and **free** for anyone under the age of 18.
- 8.2. Subject to the provisions of other articles in this bylaw, members registered in accordance with Article 5 of this bylaw shall possess the following entitlements:

8.3 Participation in general community meetings, expression of views, and casting ballots during votes.

8.31 Right to vote for board members and other positions, eligibility to run as candidates, and the opportunity to serve upon election.

8.32 Unfettered ability to pose questions and receive answers.

Support from the General Assembly or the board when encountering difficulties, in accordance with the bylaws and community's capacity.

8.4 Subject to the stability of other articles in this bylaw, individuals registered as members Article 5 of this bylaw shall adhere to the following responsibilities:

8.41 Accept and uphold the provisions of this bylaw and other regulations established by the community.

8.42 Participate in community meetings and initiatives, notifying the board in case of inability to attend.

8.43 Members facing difficulties in meeting financial obligations due to unemployment or illness may submit a written request to the board for consideration. If deemed valid, the member's membership and associated rights may be reinstated.

8.5 No part of the earnings of the organization shall be spent for personal use by any member or board of Governors, or any other individual or group.

8.6 Any property of the organization shall be in the name of the organization and shall never be in the name of individuals or other institutions.

## **Article 9: Voting and Voting Procedures**

### **9. Voting and Voting Procedures**

9.1 A voting member is defined as the individual whose name appears on the membership list.

9.2 Every eligible member possesses the inherent right to actively participate and cast votes during General Assembly meetings, ensuring a democratic and inclusive decision-making process.

9.3 The organization upholds diverse voting methods, including voice voting, a show of hands,

written ballots, or electronic means. The determination of the method is entrusted to the Board of Governance, guided by the bylaws and the evolving needs of the organization.

- 9.4 The crucial process of electing the Board of Governors is conducted exclusively through written ballots. Members can cast their votes either in person, or through methods specified by the meticulous guidance of the election committee.
- 9.5 Decisions made within the General Assembly reflect the collective will of the membership. The general rule entails that a majority vote of the members present and actively participating shall determine the outcomes, maintaining fairness and transparency.
- 9.6 To uphold transparency and accountability, a comprehensive record of votes is meticulously maintained within the minutes of General Assembly meetings. This record includes the names of participating members and clear documentation of the decisions reached, fostering a culture of openness.
- 9.7 The organization places a premium on the integrity of the voting process. Secure and transparent measures to safeguard the sanctity of the voting system.
- 9.8 Demonstrating a commitment to continuous improvement, the organization conducts an annual review of its voting procedures. This involves seeking valuable feedback from members, making refinements, and staying attuned to best practices in democratic governance.

## **Article 10. Authority and Powers of the General Assembly**

### **10. Authority and Powers of the General Assembly**

The General Assembly, as the supreme governing body of the organization, possesses the following authority and powers:

- 10.1 The General Assembly reviews and assesses the performance reports of the Board of Governance, Executive Committee, and other subcommittees, ensuring accountability and transparency in organizational leadership.
- 10.2 The General Assembly actively participates in establishing the plan and budget for the upcoming year, contributing to the strategic direction and financial decisions of the organization.
- 10.3 As needed, the General Assembly has the authority to appoint board members and other subsidiary committees, ensuring a diverse and capable leadership team.
- 10.4 The General Assembly deliberates and makes determinations on various matters concerning the community, as specified in the agenda. This includes key decisions affecting the community's well-being and development.
- 10.5 The General Assembly has the power to adopt, modify provisions of this bylaws, revoke or introduce new articles. This authority ensures the adaptability of the bylaws to changing circumstances and community needs.
- 10.6 The General Assembly, when circumstances require it, has the power to expel individuals who violate these bylaws from membership. This action aims to maintain integrity and harmony within the community.

## **Article 11: General Assembly Meetings**

### **11. General Assembly Meetings**

- 11.1 General Assembly meetings shall be held at least once every year and may be convened more frequently as deemed necessary by the Board of Governance or upon the request of at least two-thirds of the voting members.
- 11.2 The agenda for General Assembly meetings shall be communicated to the members at least 30 days.

- 11.3 Members may submit agenda items for consideration at least 21 days before the date of meeting, and the finalized agenda shall be shared with the members at least 14 days before the meeting.
- 11.4 A quorum for General Assembly meetings shall consist of fifty plus one (50+1) of members in good standing. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the General Assembly meeting at which the required quorum is not present; therefore, the motion that the chair may entertain at such meeting is just a motion to adjourn.
  - 11.41 If the quorum of the meeting is not present the meeting should be postponed to the 14th day of the meeting.
  - 11.42 If the quorum of the meeting is not present on the 14th day of the meeting, the members' present should constitute a quorum. And all voting shall only be passed by at least two-thirds of the present quorum.
- 11.43 Decisions of the General Assembly shall be made by a majority vote of the members present.

## **Article 12: Special General Assembly Meetings**

### **12. Special General Assembly Meetings**

- 12.1 Special General Assembly meetings may be convened at any time by:
  - 12.11 **The Board of Governors:** In response to urgent issues or circumstances requiring immediate attention by the membership.
  - 12.12 **Written Request of Members:** Upon a petition signed by at least two-third of the eligible members, clearly outlining the specific purpose of the meeting.
- 12.2 Special General Assembly meetings shall be dedicated solely to addressing specific matters outlined in the official request or call for the meeting.

- 12.3 These meetings are meant to address urgent issues or decisions requiring immediate attention and cannot address topics already scheduled for regular General Assembly meetings.
- 12.4 A written notice informing members of the Special General Assembly meeting shall be communicated at least 30 days in advance. The notice shall clearly state the reason for the meeting, date, time, and location.
- 12.5 To maintain focus on the specific purpose of the Special General Assembly meeting, members shall not be able to submit additional agenda items for consideration unless approved by the Board of Governors in advance. This ensures the meeting remains focused on the original urgent issue and avoids introducing unforeseen diversions.
- 12.6 Voting procedures and quorum requirements for Special General Assembly meetings shall follow the same provisions as outlined in Article 11.

## **Article 13: Modification (Amendment) and Approval of Bylaws**

### **13. Modification (Amendment) and Approval of Bylaws**

- 13.1. Any member of the General Assembly, or upon a written request from at least 20% of the membership, can submit proposed amendments or modifications to the organization's bylaws.
- 13.2. Proposed amendments or modifications to the organization's bylaws may be submitted by the Board of Governance or a specially appointed committee for this purpose.
- 13.3. Modifications can only be approved when two-thirds (2/3) of votes of members are collected during the General Assembly meeting.
- 13.4. Bylaws can only be modified during the annual meeting, ensuring a structured and comprehensive review.
- 13.5. Members shall be given an opportunity to participate through electronic voting.

- 13.6. Members shall receive advance notice of proposed amendments, accompanied by a detailed agenda for the General Assembly meeting. This notice, including specific changes, will be provided on a separately titled paper, allowing for thorough review and preparation.
- 13.7. Approved amendments shall take effect immediately unless the General Assembly, during the approval process determines a specific timeline for implementation.
- 13.8. A meticulous record of bylaw modifications, detailing the nature of changes and the date of approval, shall be diligently maintained. This record will be made available to members upon request, fostering transparency and accountability.
- 13.9. All proposed amendments and modifications shall adhere to applicable legal requirements, ensuring compliance with local, state, and federal laws governing nonprofit organizations.
- 13.10. A Bylaw Review Committee, consisting of impartial members, may be established to assess the consistency and legality of proposed amendments before submission to the General Assembly.
- 13.11. In complex legal matters, the organization may seek guidance from external legal counsel to ensure proposed amendments align with existing laws and regulations.
- 13.12. Amendments to the organization's name require a two-thirds (2/3) majority vote of members.
- 13.13. A two-thirds majority vote is needed for name change approval.
- 13.14. If approved, update official documents, records, and communications.

## **Article 14: Board of Governors**

### **14. Board of Governors**

- 14.1. The Board of Governance serves as the apex decision-making body, embodying a diverse assembly of individuals who have been either elected or appointed. Membership of the Board is contingent upon a demonstrable commitment, a wealth of expertise, and an unwavering dedication to the welfare of the community. It is recommended to have 9 boards of governors.
- 14.2. The Board of Governance shall be elected at the annual meeting of the General Assembly by a majority vote every two years.

14.3. At any time, board of governors shall not be reduced below five including a chairman of the board of governors.

14.4. Vacancies on the board of Governance shall exist (1) upon the death, resignation, or removal of any member of the board and (2) whenever the number of authorized Governors is increased. Any governor may resign effectively upon giving written notice to the chair of the board, the vice chair, the secretary, or the office of the board of Governance unless the notice specifies a later time for the effectiveness of such resignation.

14.5. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of Governors. If the number of governors, then in office is less than a quorum, a vacancy on the board may be filled by approval of the majority of the governors then in office or by a sole remaining governor. A person elected to fill a vacancy on the board shall hold office until the next election of the board of governors or until his or her death, resignation, or removal from office.

14.6. A governor may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Any Elected Governor may be removed, with or without cause, by the remaining governors whenever the number of votes cast to remove the governor would be sufficient to elect a governor at a meeting. A governor who is absent from three consecutive regular meetings of the board during a fiscal year is encouraged to reevaluate with the Board Chair his/her commitment to organization. The board may deem a board member who has missed three consecutive meetings without such a re-evaluation with the Chair to have resigned from the board.

14.7. The board of governors shall elect a chairman among themselves within 7 days of the election of the board of governors.

14.8. The board shall ensure meaningful representation and participation of women among its members.

14.9. The board has the following authorities.

14.9.1. The Board is granted authority by the general assembly to establish and define the strategic directions of the organization.

14.9.2. The Board is tasked with formulating and approving policies that guide the organization's operations.

14.9.3. The Board acts as stewards, demonstrating a steadfast commitment to the well-being and success of the organization.

14.9.4. Ensuring that all organizational actions are in harmony with the stated mission and vision.

14.9.5. Overseeing activities with a dedicated focus on aligning them with the organization's overarching objectives.

14.10. Board meeting and quorum:

14.10.1. The Board of Governance shall meet at least once six times a year at an agreed upon time, place and meeting platform.

14.10.2. Meetings are convened to uphold principles of inclusivity, ensuring the participation of diverse Board members.

14.10.3. A quorum, as outlined in these bylaws, is maintained to guarantee broad representation in decision-making.

14.10.4. The quorum requirement ensures that decisions reflect input from a diverse cross-section of Board members.

14.10.5. A quorum shall consist of two-thirds of the members of the Board of Governance. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present; therefore, the motion that the chair may entertain at such meeting is just a motion to adjourn.

14.11. Decision-Making Process.

14.11.1. Decisions within the Board are arrived at through a genuine pursuit of consensus.

- 14.11.2. Democratic processes guide decision-making, allowing for input from all present members.
- 14.11.3. The majority percentage vote of members is present, and voting is the benchmark for actionable outcomes.
- 14.11.4. Decisions resonate with the collective will of the Board, reflecting a shared commitment to organizational goals.
- 14.11.5. Every act or decision made or made by a majority of the Board of Governance present at a meeting duly held at which a quorum is present is the act of the Board of Governance, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. When votes on a motion are tied, the board chair will have a tie-breaking vote in addition to his/her regular vote.

14.12. Acknowledging the need for prompt and efficient governance, the Board reserves the right to establish an Executive Committee.

14.13. The Executive Committee is tasked with addressing urgent matters that require immediate attention.

14.14. Streamlining decision-making processes is a key function of the Executive Committee.

14.15. The Executive Committee serves as a strategic nucleus representing the Board when necessary.

14.16. The Board of Governance actively exercises vigilance and guiding oversight of various committees within the organization.

14.17. Regular assessments and alignments are conducted to maintain synergy and coherence across all facets of organizational functioning.

14.18. Any person Eligible to become a voting member shall be able to become a voting member.

## **Article 15: Election Committees**

### **15. Election Committees**

- 15.1. TCDFW Election Committee stands as the guardian of our democratic process, ensuring fair,

transparent, and participatory elections that reflect the will of our community. Every step, from nomination to result announcement, is conducted with the utmost integrity and accountability.

15.2. The members of committee shall be selected in the following manner:

15.2.1. Nominations for the Committee are solicited from the entire community,

ensuring a diverse composition in terms of age, gender, background, and expertise.

Members with experience in electoral processes and a proven commitment to impartiality are prioritized.

15.2.2. To safeguard against bias and foster fresh perspectives, Committee members serve a maximum of two consecutive terms.

15.2.3. Nominations are openly solicited and reviewed by a dedicated Nominating Committee, with the final approval resting with the General Assembly through a transparent voting process.

15.3. To be eligible for nomination to the TCDFW Election Committee, individuals must meet the following criteria:

15.3 Must be a current and active member of TCDFW for at least 3 months. (effective upon the second year of TCDFW establishment) Reference Preamble Article 1.

15.3.1. Must possess a demonstrably strong reputation for integrity, fairness, and neutrality.

15.3.2. Must have knowledge and understanding of electoral processes and best practices.

15.3.3. Must be able to dedicate the necessary time and effort to committee duties.

15.3.4. Current members of the Board of Governors, Executive Committee, or any other governing body of TCDFW will not be eligible to be a candidate of the election committee.

15.3.5. Must not have served the Election Committee for two consecutive terms within the past five years.

15.4. The election committee shall follow a robust electoral framework.

15.4.1. The Election Committee proactively formulates and reviews comprehensive election procedures, ensuring clarity and consistency for every ballot. These procedures are presented to the Board of Governors for approval and subsequently communicated to the entire community.

15.4.2. The Committee oversees a nomination process that is easily accessible, welcoming diverse candidates and verifying their eligibility with rigor.

15.4.3. Whether utilizing traditional ballots or secure online voting platforms, the Committee prioritizes accuracy, security, and accessibility for all members to exercise their right to vote.

15.5. Election results are announced promptly and transparently, accompanied by detailed reports outlining the voting process, turnout, and final tallies. These reports are readily accessible to all members.

15.6. The election committee is responsible for ensuring the integrity of the elections by verifying that they were conducted fairly and appropriately. Upon completion, the committee announces the verification, counting, and results of the votes to the membership. Additionally, the election committee is tasked with preparing the elected officials to align with the goals set by TCDFW.

15.7. In the event of disputes or challenges, the Committee acts as a neutral mediator, employing established conflict resolution procedures to ensure fair and equitable outcomes.

15.8. Following each election, the Committee conducts a thorough review, identifying areas for improvement and proposing recommendations to enhance the integrity and efficiency of future elections. These recommendations are shared with the Board of Governors and the General Assembly for feedback and implementation.

15.9. The terms for the election committee shall be as follows:

15.9.1. Committee members will serve a term of two years, with staggered terms to ensure continuity and fresh perspectives.

15.9.2. After completing their initial term, members may be nominated and re-elected for one additional consecutive term, followed by a mandatory break of at least one year before being eligible again.

15.9.3. In the event of a vacancy on the Committee during a term, the Nominating Committee and Board of Governors will follow an expedited process to appoint a temporary replacement, who will serve until the next General Assembly election.

## Article 16: Executive Committee

### 16. Executive Committee

- 16.1. The Tigray Community of Dallas-Fort Worth (TCDFW) adopts a lean, committee-based structure to ensure agility and effectiveness in achieving its mission.
- 16.2. The executive committee shall lead the day-to-day operations of the organization.
- 16.3. The executive committee shall be led by a Managing Director
- 16.4. The Executive Committee comprises core directors for Finance, Operations, Human Resources, and other crucial areas as organizational needs evolve.
- 16.5. The executive committee members may lead other offices, working groups or committees as well but may not become part of the board of governors, election, or monitoring committee.
- 16.6. The powers and duties of the executive committee shall be as follows:
  - 16.6.1 Managing and reporting finances with transparency and accountability.
  - 16.6.2 Allocating resources efficiently to fulfill the organization's vision.
  - 16.6.3 Communicating key updates to both the Board of Governors and the General Assembly.
  - 16.6.4 Collaborating with the Board of Governors for strategic direction and decision-making.
- 16.7. The Executive Committee can establish or dissolve working groups as needed, focusing on specific areas like Education, Social Support, Public Relations, and Social Work.
- 16.8. Each group shall be composed of dedicated volunteers and members with relevant expertise.
- 16.9. Each group shall have a designated lead responsible for coordinating activities and reporting progress to the Executive Committee.
- 16.10. The Roles and Responsibilities of The Executive Committee

#### 16.10.1 **PRESIDENT:**

- 16.10.2 Is the top leader of the organization and monitors and directs the daily activity of the organization
- 16.10.3 Together with the vice president and the secretary, prepares agendas for the general assembly, board, and the executive
- 16.10.4 Calls and chairs meetings of the general assembly, board, and the executive.
- 16.10.5 Acts as the official representative of the TCDFW and attends meetings and other activities on behalf of the TCDFW.
- 16.10.6 May sign contracts or other agreements, which the board has authorized to be executed.
- 16.10.7 If the president is unable to discharge his or her duties and responsibilities for reasons of emergency or sickness, the president needs to notify the executive and Board in writing and the Vice President will be authorized to represent the president.

#### **16.10.2. VICE PRESIDENT:**

- 16.10.2.1. Together with the president and the secretary prepares agendas of the general assembly and the board.
- 16.10.2.2. Represents the president in the absence of the president.
- 16.10.2.3. As representative of the executive, the vice president leads and collaborates with the public relation committee.
- 16.10.2.4. Fulfills other assignments delegated by the board 17.10.3.

#### **16.10.3 SECRETARY:**

- 16.10.3.1. Together with president and vice president prepares agendas for the general assembly, board, and the executive.
- 16.10.3.2. Registers members, keeps records of the organization and delivers Identity cards.
- 16.10.3.3. Responsible for taking the minutes of the executive board and general meetings.
- 16.10.3.4. Shall be responsible for the dissemination of all official communications of TCDFW.

16.10.3.5. Is designated as the custodian of TCDFW's documents, the stamp of the organization and properties at a place determined by the secretary and approved by the executive and the board.

16.10.3.6. Fulfills other duties assigned by the executive and the board.

**16.10.4. TREASURER:**

16.10.1 Collects the organization revenues, issues receipts and deposits them in the community bank account on time.

16.10.2 Keep records, receipts, and files related to financial transactions. The record must be reconciled with that of the accountant periodically.

16.10.3 Prepares a detailed financial report of income and expenditures and submits them for review to the auditor(s) appointed by the organization.

16.10.4 The Treasurer will be a custodian of TCDFW's checks. The checks and other financial transactions will be signed off by the President and dispensed by the Treasurer.

16.10.5 Fulfills other duties assigned by the board.

**16.10.5. ACCOUNTANT:**

16.10.5.1. Manages the organization's financial affairs, including budget preparation, financial reporting, and the maintenance of financial records.

16.10.5.2. Responsible for providing pertinent financial information to the organization's officers by recording, classifying, summarizing, and interpreting available financial data.

16.10.5.3. Shall submit quarterly financial reports to the officers, and yearly to internal or external auditors and the general assembly of TCDFW.

16.10.5.4. Shall fulfill other duties assigned by the board.

## **Article 17 Sub Committees**

### **17. Sub Committees**

#### **17.1. EDUCATION/HEALTH Sub Committee:**

- 17.1.1. Health education and awareness
- 17.1.2. Prepare educational materials and host events regarding topics important to the community including:
  - 17.1.2.1. Financial; technology; career literacy
  - 17.1.2.2. work with PR/Media to prepare educational materials in issues such as Mental illness; suicide prevention; substance abuse; school bullying; career options.
  - 17.1.2.3. Language; culture; heritage; history education
  - 17.1.2.4. English and computer education
  - 17.1.2.5. Fulfill other duties assigned by the executive committee.

#### **17.2. YOUTH Sub Committee:**

- 17.2.1. Focuses on engaging and representing the interests of the youth in the community.
- 17.2.2. Organize youth-centric events including sports, art, culture, identity and heritage.
- 17.2.3. Fostering a sense of community among young members and implementing programs that address their needs.
- 17.2.4. Collaborate with other sub committees, promoting inclusivity, and providing a platform for youth to express their ideas within the organization.

#### **17.3. WOMEN Sub Committee:**

- 17.3.1. Concentrate on addressing the needs and concerns of women within the community.
- 17.3.2. Organize events and initiatives that promote women's well-being such as Ashenda celebration in collaboration with the Events & Festivals subcommittee.
- 17.3.3. Advocate for gender equality, address issues specific to women, and ensure their participation and representation in decision-making processes.
- 17.3.4. Collaborate with other sub committees to raise awareness about women's rights and create a supportive environment for women within the organization and the community.

#### **17.4. SOCIAL WORK/SUPPORT Sub Committee:**

- 17.4.1. Organize, plan and execute social work and support programs including: providing support to newcomers and other community members with immigration process; job hunting; finding housing and navigating other social services.
- 17.4.2. Coordinate and provide emotional and social support to community members in times of need. Collaborate with other sub committees to fulfill other assigned duties.

#### **17.5. MEDIA AND PUBLIC RELATIONS Sub Committee:**

- 17.5.1. Manage the organization's media: Website; Facebook page; other forms technology and social media platforms.
- 17.5.2. Disseminate written, audio/visual communications, educational materials and board communications to members.
- 17.5.3. collaborate with other committees to fulfill duties assigned by the executive committee.
- 17.5.4. Collaborate with Events & Festivals subcommittee to plan, organize and disseminate communications of events, festivals and meetings.

#### **17.6. FINANCE & ASSET MANAGEMENT Sub Committee:**

- 17.6.1. Manage and monitor the community's assets and budget needs for other sub committees and the organization.
- 17.6.2. Organize and lead fundraising and grant proposal initiatives.
- 17.6.3. Generate ideas and plan/brainstorm other revenue sources: event planning; partnering with local organizations and sister communities.
- 17.6.4. Manages community center acquiring initiatives.
- 17.6.5. Collaborate with the treasurer and the accountant to fulfill other duties.

#### **17.7. EVENTS & FESTIVALS Subcommittee:**

- 17.7.1. Plan and execute duties related to events, festivals and meetings.
- 17.7.2. Collaborate with other sub committees to fulfill duties assigned.

### **Article 18: Audit Committee**

#### **18. Audit Committee**

- 18.1. The Audit Committee is established to provide independent oversight, monitoring, and auditing of the organization's performance, ensuring adherence to ethical standards and the organization bylaws.
- 18.2. The Audit Committee is appointed by the General Assembly and empowered by the Board of Governors to oversee internal audit processes and, when necessary, engage external auditors.
- 18.3. The Audit Committee shall consist of members appointed for their independence, expertise, and commitment to organizational integrity. It may not contain any member who is an immediate family member of the board members that may impact the committee's impartiality.
- 18.4. The Audit Committee shall report to the General Assembly and provide transparent and comprehensive reports on its findings to both the General Assembly and the Board of Governors. These reports shall highlight areas of commendation, improvement, and any identified risks or deficiencies.
- 18.5. The Audit Committee must address the General Assembly at the annual assembly, providing an overview of its activities, findings, and recommendations.
- 18.6. The Audit Committee shall publish its quarterly and annual reports on the organization's website to ensure transparency and accountability to stakeholders.
- 18.7. The primary purpose of the Audit Committee is to conduct comprehensive evaluations of the organization's performance across various functions and activities, including financial management, compliance, and adherence to ethical standards.
- 18.8. The Audit Committee shall also function as the top investigation committee for the organization, addressing any identified weaknesses or deficiencies promptly to ensure continuous improvement.

- 18.9. The committee shall have at least three members, preferably with at least one member each possessing financial, legal, and governance expertise/background. Term limits for committee members shall be a maximum of two consecutive terms, each term being 2 years.
- 18.10. The committee shall conduct regular internal audits to assess the effectiveness of the organization's operations and internal control systems. External auditors may be engaged once a year, if internal capacity permits, to provide additional assurance.
- 18.11. The Audit Committee shall identify any weaknesses or deficiencies in the internal controls system and recommend corrective actions to address them, collaborating with management to implement changes and improvements.
- 18.12. The organization shall prioritize building internal audit capabilities to strengthen governance, risk management, and internal control processes, aiming to minimize reliance on external auditors for routine audits.

## **Article 19: Budgeting**

### **19. Budgeting**

- 19.1. The organization shall prepare an annual budget outlining anticipated revenues and expenses for the upcoming fiscal year. Each committee shall propose a budget, along with supporting documentation.
- 19.2. The budget shall be made available to all members for review and feedback before finalization by the Board of Governors.
- 19.3. The budget shall prioritize activities and programs aligned with the organization's mission, strategic goals, and operational needs.
- 19.4. The budget shall consider potential risks and unforeseen circumstances, incorporating strategies for mitigating financial challenges.
- 19.5. The budget process shall be as follows:

- 19.5.1. Each committee shall prepare and submit their respective budget to the executive committee.
- 19.5.2. Executive committee shall review each budget separately and can reduce or increase the budget for any committee.
- 19.5.3. The Executive committee shall present the budget to the board.
- 19.5.4. Any committee may appeal to the board against the decision of the executive committee to increase or decrease the budget.
- 19.5.5. Budget must be approved by the board of governors with majority for it to be presented to the general assembly.

- 19.6. The budget must be included in the agenda for the yearly general assembly.
- 19.7. The budget copies shall be distributed to the members along with the agenda and shall be displayed on the website at least 21 days prior to the meeting and shall remain on the website indefinitely.
- 19.8. The budget shall only be approved with a majority vote of the Board of Governors.
- 19.9. The Board of Governors is ultimately responsible for overseeing implementation of the budget.
- 19.10. The board shall develop emergency procedures for or addressing financial emergencies, such as significant revenue shortfalls or unexpected expenses.
  - 19.10.1. The emergency procedures and threshold shall also be passed along with the budget by the general assembly.
  - 19.10.2. The board shall identify potential sources of additional revenue in times of crisis, such as emergency fundraising campaigns, grant applications, or temporary partnerships.
- 19.11. Money transactions, payment, expense & incomes processing should follow internal financial guidelines which are formulated in a separate document.

## Article 20: Financial Reporting

### 20. Financial Reporting

20.1. The organization shall maintain a transparent and timely financial reporting system, including:

20.1.1. **Annual Financial Statement:** Prepared in accordance with Generally Accepted Accounting Principles (GAAP) and reviewed by an independent auditor, providing a comprehensive overview of the organization's financial position, activity, and cash flow.

20.1.2. **Quarterly Financial Reports:** Summarizing key financial metrics and providing updated information on revenue, expenses, and budget variances throughout the fiscal year.

20.1.3. **Additional Reports:** As needed, generating specific reports for internal or external stakeholders, such as donor reports, grant progress reports, or budget variance analysis.

20.2. Financial reports shall be presented to the Board of Governors for review and approval at regular meetings.

20.3. Members shall have access to financial reports upon request, in accordance with their membership rights and applicable laws.

20.4. The board of governors shall appoint a qualified Finance Director (Article 18.4) to oversee all financial management and reporting activities.

20.5. The finance director shall be responsible for:

20.5.1. Leading the preparation and presentation of financial statements and reports.

20.5.2. Managing the organization's accounting systems and financial records.

20.5.3. Developing and implementing internal financial controls.

20.5.4. Overseeing accounts payable and receivable, budgets, and cash flow.

20.5.5. Providing financial analysis and recommendations to the Board of Governors.

- 20.6. The Finance Director shall report directly to the Managing Director or the Board of Governors, depending on the organizational structure.
- 20.7. The organization shall employ a full-time accountant/bookkeeper to support the Finance Director and maintain accurate financial records.
- 20.8. The accountant/bookkeeper's responsibilities may include:
  - 20.8.1. Daily data entry and transaction recording.
  - 20.8.2. Processing accounts payable and receivable.
  - 20.8.3. Reconciling bank statements and other financial accounts.
  - 20.8.4. Assisting with the preparation of financial reports.
- 20.9. The qualifications and experience of the accountant/bookkeeper shall be commensurate with the financial complexity of the organization.
- 20.10. The organization shall comply with all applicable laws and regulations related to financial reporting, taxation, and fundraising.
- 20.11. The Finance Director and accountant/bookkeeper shall stay current on relevant laws and regulations and ensure the organization's financial practices are compliant.
- 20.12. The organization may seek professional advice from accountants, legal counsel, or other qualified professionals as needed to ensure compliance.

## **Article 21: Elections**

- 21.1. The organization shall hold elections every two years to elect members of the Board of Governors through a staggered voting system.
- 21.2. Board members shall serve four-year terms, with approximately half of the board seats up for election every two years to ensure continuity and experience on the board.
- 21.3. The number of board members shall be determined by the outgoing board but shall not be fewer than five.
- 21.4. An Election Committee shall oversee the entire election process.
- 21.5. The Election Committee shall carry out the following responsibilities:

21.5.1. Initiate a call for nominations from the community.

21.5.2. Verify that nominees have a minimum of two years of active TCDFW membership.

21.5.3. Encourage a diverse slate of candidates, with particular emphasis on increasing women's representation.

21.5.4. Publish clear campaign and election guidelines prior to each election cycle.

21.5.5. Ensure compliance with the rules and address any violations.

#### 21.6. Voting Procedure:

21.6.1. Elections shall be conducted through secret ballots.

21.6.2. Each voting member shall cast one vote per open board seat.

21.6.3. The candidates receiving the highest number of votes shall be declared elected to the available board seats.

21.7. If the number of nominees equals the number of open board seats, the nominees shall be declared elected unopposed.

21.8. If the number of nominees is fewer than the number of available seats:

21.8.1. The vacant seats may remain unfilled until the next election cycle, or

21.8.2. The board may call a special election to fill the remaining vacancies.

21.9. The organization shall provide multiple voting methods, including:

21.9.1. In-person physical ballot.

21.9.2. Digital/online ballot.

21.10. A nominee may withdraw their candidacy by submitting a formal written request to the Election Committee.

21.11. The Election Committee shall notify the community of any withdrawals, and the nominee's name shall be removed from the ballot.

#### 21.12. Campaigning Regulations:

21.12.1. Candidates are allowed to campaign to present their qualifications and platforms.

21.12.2. Campaigning must adhere to ethical standards and avoid misinformation or personal attacks.

21.12.3. The Election Committee shall monitor campaign activity and address any violations.

21.13. Candidate Forums:

21.13.1. Prior to the election, all candidates shall participate in public forums (physical or digital).

21.13.2. These forums allow candidates to share their vision and answer questions from the community.

21.14. Election Monitoring and Results:

21.14.1. Independent observers who are not voters or candidates may monitor the election process.

21.14.2. The Election Committee shall publish complete election results, including individual vote counts for each candidate, in a timely and transparent manner.

## **Article 22: Dissolution of the Organization**

### **22. Dissolution of the Organization**

22.1. The Board may present a “Resolution for Dissolution” of the organization to the General Assembly at an Annual Meeting if the resolution is included as an agenda item, or at a Special Meeting if called for this purpose and if a copy of the resolution is communicated to the membership at least 30 days prior to such meeting.

22.2. The electronic signature of the receipt of the copies of the resolution shall constitute proof of delivery to the members.

22.3. Action to dissolve the organization requires at least two-thirds affirmative vote of the members present or represented by proxy at the meeting and voting on the resolution.

22.4. Assets shall be distributed as charitable to another nonprofit organization with a similar cause or purpose that actively works in Tigray Community.

## **ANEXURES**

### **ANEXURE-I: CODE OF CONDUCT FOR ALL TCDFW MEMBERS**

#### **1. Commitment to Ethical Conduct:**

1.1. Members shall uphold the highest ethical standards in their conduct, interactions, and decision making.

1.2. They shall prioritize the organization's mission, values, and the best interests of the Tigrayan community over personal gain or advantage.

1.3. Members shall commit to honesty and transparency in all communication, avoiding intentional misrepresentation or misleading information.

## **2. Respect and Inclusion:**

2.1. Members shall treat all individuals, regardless of background, with respect, dignity, and fairness.

2.2. Members shall treat all individuals, regardless of background, with respect, dignity, and fairness.

2.3. They shall create an inclusive environment that values diversity of opinions and fosters open communication.

2.4. They shall refrain from discriminatory or harassing behavior based on race, ethnicity, gender, sexual orientation, religion, age, or disability.

## **3. Conflict of Interest:**

3.1. Members shall disclose any potential conflict of interest that could affect their impartiality in decision making.

3.2. They shall recuse themselves from discussions and votes where a conflict of interest exists.

3.3. They shall refrain from using their position for personal or financial gain.

## **4. Confidentiality:**

4.1. Members shall maintain confidentiality of sensitive information related to the organization, its members, and partners.

4.2. They shall only share such information when authorized or legally required.

## **5. Responsible Stewardship:**

5.1. Members shall exercise responsible stewardship over the organization's resources, including financial assets, facilities, and equipment.

5.2. They shall use resources for their intended purposes and avoid waste or misuse.

**6. Transparency and Accountability:**

- 6.1. Members shall be transparent in their actions and decisions, providing clear and timely information to the Board of Governors and the General Assembly.
- 6.2. They shall be accountable for their performance and adhere to organizational policies and procedures.

**7. Professionalism:**

- 7.1. Members shall conduct themselves with professionalism, integrity, and diligence in all organizational activities.
- 7.2. They shall maintain a high standard of personal conduct that reflects positively on the organization.

**8. Compliance with Laws and Regulations:**

- 8.1. Members shall uphold all applicable laws, regulations, and ethical guidelines governing nonprofit organizations.

Members of TCDFW agree to abide by this Code of Conduct and promote its principles within the organization.

This Code of Conduct shall be reviewed and updated periodically to ensure its alignment with organizational values and best practices.