

BYLAWS
OF
THE FEDERATION OF CYPRIOT AMERICAN
ORGANIZATIONS, INC.

Adopted By the National Convention Held on March 25,
2017 in New York City

ARTICLE 1

Name

The name of the organization is “The Federation of Cypriot American Organizations, Inc.” (hereinafter the “Corporation” or “The FCAO” or “FCAO”), a New York 501(c)(3) not-for-profit corporation.

ARTICLE 2

Location of Principal Office

The principal office of the Corporation shall be located within the State of New York as the Board of Directors may from time to time determine. The Corporation may also have other offices outside the State of New York as the Board of Directors may from time to time determine.

ARTICLE 3

History

The United States of America is home to numerous Hellenic Cypriot American fraternal, benevolent, educational, cultural, professional and charitable non-religious organizations which desire to preserve and promote their cultural heritage and history. On March 29th, 2014, Constantine Tsentas, Stavros Kamilaris, and Kyriacos Papastylianou formed the FEDERATION OF CYPRIOT AMERICAN ORGANIZATIONS, INC.

ARTICLE 4

Purpose and Mission

The purposes of the FCAO shall be those as set forth in the Certificate of Incorporation, as may be amended from time to time. The mission of the FCAO shall be to preserve and promote the Hellenic culture, heritage, principles and ideals in the United States of America through:

1. **Charitable Activities.** To undertake and promote charitable activities, primarily within the Greek/Cypriot American communities, including, but not limited to:
 - Providing financial assistance to needy members of the Greek Cypriot American communities, particularly children and the elderly who are ill, disabled, indigent, or are facing other hardships.
 - Providing free advice and guidance to needy members of the community by our professional members such as doctors, lawyers, and teachers, on medical, immigration, legal and other issues.
 - Providing assistance, such as housing, transportation, food, and other

daily needs to Greek and Cypriot individuals/families of individuals who come to the United States for medical treatment that is not available in Cyprus or Greece.

Funding for our activities will be provided through:

- Annual, or more frequent if deemed necessary, testimonial dinners honoring members of our community who support the objectives of our organization.
- Community events, including, but not limited to, dinner dances, traditional Cypriot nights in the form of festivals with folk music, dancing and singing which will enable us to reach our goals.
- Charitable fundraisers to support specific needy individuals or charitable foundations, such as the Special Olympics, the Cyprus Children's Fund (U.S.), the Greek Children's Fund (U.S.), and similar charitable organizations.
- Contributions from Greek/Cypriot American philanthropists and other philhellenes.
- Annual membership.

2. **Education.** To preserve and promote the Greek language and Greek/Cypriot history and culture in the United States by:

- Providing financial assistance to Hellenic Studies or program departments at U.S. schools, colleges and universities.
- Providing financial assistance (scholarships) to needy Greek/Cypriot American, and other students who pursue studies in the Greek language and general studies of Greece or Cyprus (history, culture, classics, etc.).
- Organizing and supporting financially the exchange of students between Cyprus, Greece and the United States.

3. **Religious Activities.** To support financially and otherwise the leadership of the Greek Orthodox Church in the United States in the establishment and the preservation of Hellenic American identity and the Greek Orthodox faith in the United States by:

- Promoting church activities, and services.
- Supporting church community events, including, but not limited to, after hour sport and educational programs for children.

4. **Cultural Activities.** To preserve and promote the Hellenic cultural heritage in the United States by:

- Organizing and supporting the teaching of Cypriot and Greek folk dances, music, customs and traditions to children and young adults through our member Chapters, churches.
- Organizing and supporting cultural exchanges between Cyprus, Greece and the United States.

5. To maintain any other charitable, educational, social and cultural purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as may be determined by the Board of Directors from time to time, consistent with the Certificate of Incorporation.

ARTICLE 5

Membership

1. Membership in the FCAO shall be open to all Greek Cypriot organizations having a membership of at least 25 members in good standing in the United States, and qualify under these bylaws (hereinafter "Chapters"). Membership shall not be open to individuals.
2. An organization applying for admission shall submit a written application to the governing body known as the Board of Directors as defined in Article 6, Paragraph 2. Said application shall include a copy of the organization's current bylaws and amendments if any and whatever other documentation requested by the Board of Directors. The Board of Directors shall review the application and decide on its acceptance or rejection by a simple majority vote.
3. A Chapter shall be considered to be a member in good standing if it conducts its affairs in accordance with the applicable bylaws of the FCAO and is current in its financial obligations to the Corporation, as set forth in Article 24 Paragraph 2, otherwise the Board may impose such conditions or restrictions on a non-compliant Chapter as it determines.

ARTICLE 6

Administration and Authority

The FCAO shall be administered and subject to the following Governing Bodies:

1. **The National Convention**, which shall be the meeting of the Chapter delegates, and shall function as the Supreme Governing Body. The National Convention shall be held annually, on a date, at a time and at a place to be determined by the Board of Directors. The Board of Directors shall have the right to convene a Special National Convention to address issues that require resolution on an expedited basis.
2. **The Board of Directors**, shall be comprised of fifteen (15) members (14) of which are elected (hereinafter collectively the "Directors" or "Board Members"), as follows: (a) the **Executive Committee**, which shall be comprised of the President, the Executive Vice President, four Vice Presidents elected pursuant to Article 7 for each of the following Committees: VP of The Cultural Affairs, VP Public Relation/Community Affairs, VP of Philanthropic/Charitable, VP of Education/Religious a Secretary, and the Treasurer (the "Officers"); and (b) seven (7) additional members. The Board of Directors shall be elected at the National Convention by the delegates except for the President of NEPOMAK USA.

ARTICLE 7

The National Convention

1. Decisions of the National Convention shall be binding upon the Board of Directors and all Chapters. Unless otherwise provided in these bylaws, only a subsequent National Convention may amend, modify or revoke decisions of a prior National Convention.
2. The National Convention shall review, discuss, and decide upon all issues concerning the Corporation, including, but not limited to, the following:
 - a. Addressing issues submitted by the Board of Directors, Chapters, and Committees.
 - b. Election of the fourteen (14) members of the Board of Directors, inclusive of the Executive Committee, consisting of the President, Executive Vice President, four (4) Vice Presidents, a Secretary and Treasurer, and the elected President of NEPOMAK USA who shall be part of the Board of Directors for a total of (15)
 - c. Admission and expulsion of Chapters.
 - d. Any such other business as may come before the meeting.
3. A Quorum of a National Convention shall be 50% of the Chapters in good standing.
4. All elections and other matters shall be decided by a majority vote of the delegates present and voting, unless otherwise specified in these bylaws.
5. If no quorum is established, a meeting may be adjourned to a date set by those present, and at said meeting those present shall constitute a quorum to conduct business.
6. The NEPOMAK USA Committee's (Division) President shall be a voting member of the Board of Directors. The members of the Board of Directors shall be elected for a two-year term and serve no more than two consecutive terms in the same position as officer or director of the Corporation subject to vote by 2/3 votes of the delegates at a National Convention to allow an exception to run again.
7. A Board Member may be elected to a position previously held by him or her provided there has been a two (2) year period from when that person previously held that position.

ARTICLE 8

Right to Attend National Conventions

1. Each Chapter in good standing shall have the right to send up to five (5) voting delegates in person or by Proxy as limited as provided in Article 9, to the National Convention, attend to vote, participate, and take such actions as come before the National Convention
2. Guests may be invited to attend only upon written approval of the President, unless decided otherwise by the Board of Directors.

ARTICLE 9

Voting Rights at a National Convention

Each Chapter in good standing shall have the following rights:

1. Up to Five (5) voting delegates from each Chapter in good standing.
2. A chapter located more than 200 miles from the location where the National Convention is held may authorize by signed Resolution of the Chapter's Board of Directors granting one individual to hold a Proxy vote to cast all five votes for that Chapter. Such authorization shall be made using a Proxy which shall be submitted to the Secretary of the Board of Directors five business days prior to a National Convention
3. Except as provided in this Article 9, no proxy voting is permitted.

ARTICLE 10

General Procedures of a National Convention

1. Prior to a call to order of National Convention, the Secretary and one additional member of the Board of Directors appointed by the President shall verify the good standing of the Chapters and review the credentials of the delegates to confirm compliance with these bylaws and to establish the existence of a quorum as defined in Article 7.
2. The convention delegates shall elect the Chairperson and Secretary of the Convention. The Secretary shall record the minutes of the convention in English and shall coordinate other convention activities, as necessary.
3. The Board of Directors shall prepare the agenda for the convention and submit it to the Chapters at least 10 business days prior to the date of the convention.
4. The President shall submit a written report and/or make an oral presentation on the state and activities of the Corporation.
5. The Treasurer shall submit a written report and make an oral presentation on the financial state of the Corporation including revenues and expenditures during the preceding year.
6. The Presidents of the Chapters and committees or their designated representatives shall submit written reports and/or make oral presentations on the state and activities of their organizations/committees.
7. The delegates shall elect the members of the Board of Directors by a plurality vote, every two (2) years.
8. The National Convention shall elect three delegates to form the Election Committee, unless waived or unnecessary.
9. A delegate may nominate a candidate for the Auditing Committee which nomination shall be seconded by another delegate, and shall be elected at the National Convention.
10. Voting shall be by secret ballot, unless unnecessary and counted by the Election Committee.
11. A Candidate for any elected position must be a delegate and must be present at the time of the election. The National Convention Delegates may grant an exception based on a nominee's inability to be present because of an emergency.

12. Member Chapters must submit the names of their delegates at least three weeks prior to the National Convention.
13. Nominations only for Board of Directors must be submitted two weeks prior to the National Convention with the names of the delegates who have nominated and seconded the individual.
14. No Nominations for the Board of Directors will be made or accepted at the National Convention.
15. A Delegate may accept nomination for one position only.

ARTICLE 11

The Board of Directors

The Board of Directors shall meet monthly or on an “as needed” basis as decided by the President, to:

1. Review and decide upon legal, administrative, and other issues that are of concern to the Corporation
2. Establish ad hoc committees to address specific issues.
3. Discuss and evaluate promotion of the issues of the Corporation and any other business coming before the Board.
4. Members of the Board may participate in the meetings either in person, by teleconference or by other electronic means.
5. Any Director absent for three meetings (regular or special), except for medical reasons may be removed by a majority vote of the Board of Directors following written notice of same to said member with an opportunity to be heard in writing or in person and replaced with another Chapter Member nominated and approved by the Board of Directors to serve until the next Annual National Convention.
6. In case of removal or resignation of a member, the Board of Directors shall appoint a replacement to serve until the expiration of the current term. This person must be a chapter member nominated and approved by the Board of Directors.
7. No person other than a member shall have the right to attend the meetings of the Board of Directors unless invited by the President.
8. A member of the Board of Directors may resign at any time by giving five (5) days written notice to the President or Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
9. All members of the Board of Directors shall provide their services on a voluntary basis, without compensation, unless otherwise specified in these bylaws or approved in writing by the Auditing Committee.
10. The Board of Directors shall be held accountable for failing to act as directed by the decisions of the National Convention. The President will be responsible to present at the National Convention the action taken in implementing the decisions of the previous National Convention. A majority of the Board of Directors shall constitute a Quorum.
11. Appoint the Delegates to the POMAK conference.

ARTICLE 12

Daily Governance of the Corporation

The daily affairs, including maintenance of real estate, if any, of the Corporation shall be managed by the Executive Committee and subject to the direction of the President and/or the Board of Directors in accordance with the Certificate of Incorporation and these Bylaws.

1. Initial Elections: The initial governing Board of Directors shall be the persons named in the Certificate of Incorporation and shall serve until the first National Convention.
2. The Board of Directors may elect such Advisory or Honorary Board Members, who shall have no voting rights.
3. The Term of each Board Member shall be for two (2) years and shall continue in office until such director's successor is elected, and becomes effective at the conclusion of the National Convention.
4. Action Without a Meeting: Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board of Directors or such committee shall be kept with the minutes of the proceedings of the Board of Directors or such committee.
5. Any Director may be removed at any time, with cause, by a majority vote of the Board of Directors with an opportunity of said Director to be heard.
6. If a Chapter disagrees with a decision or an act of the National Convention or the Board of Directors the Chapter may submit such objection by:
 - a. Submitting a signed objection by certified mail return receipt to the President and Secretary of the Board requesting review of the issue within 15 days of its decision. Until a decision on the objection is reached, the Chapter shall continue to abide by the original decision or act. The Board of Directors shall seek to act upon the objection during its next regularly scheduled Board meeting, or during a special Board meeting, as it deems appropriate.
 - b. The Board of Directors shall proceed on a vote only if a quorum is present for voting purposes. A quorum of the Board of Directors shall be a majority of the existing Board of Directors.
 - c. Following the review of the issue, the Board of Directors shall render a decision by majority vote.
 - d. A member shall have the right to file an appeal of the Board of Directors' decision at the next National Convention, which shall render a final non-appeal decision.
 - e. No action by a National Convention may be changed by the Board of Directors.

ARTICLE 13

Duties of the President

The President shall:

1. Be responsible to coordinate the activities of the FCAO including, but not limited to, implementing and maintaining the bylaws of the FCAO.
2. Exercise general charge and supervision of the affairs of the FCAO and perform such duties as the Board of Directors may assign to the President.
3. Coordinate the implementation of the decisions of National Conventions and the Board of Directors.
4. Preside over the meetings of the Board of Directors.
5. Represent the FCAO at national, social, cultural, and all other events.
6. Seek the Resolution of disputes between Chapters.
7. Serve as Ex-Officio member of all Committees, except the Auditing Committee.

ARTICLE 14

Duties of the Executive Vice President and Vice Presidents

1. The Executive Vice President shall at the request of the President, or in the event of the President's absence, disability, incapacity or resignation act in the capacity and exercise the powers of the President.
2. The Executive Vice President shall have such other powers and perform such other duties as the President and/or the Board of Directors may assign to her/him.
3. The Vice Presidents shall have the duty to assist, assign and further the goals of the FCAO, including, but not limited to: Administration; Cultural Affairs; Philanthropic and Community Affairs; Public Relations; Youth and Education.

ARTICLE 15

Duties of the Secretary

The Secretary shall:

1. Perform all duties incumbent upon the office.
2. Perform all duties as directed by the President and Vice Presidents.
3. Be the custodian of the books and records of the Corporation required by law or duly authorized in accordance with these bylaws.
4. Maintain the books and records and archives of the Corporation, at the offices of the Corporation.
5. Upon removal, termination, elections of a new Secretary, the books, records of the corporation shall be surrendered to his/her successor, or the President within seven (7) business days.

ARTICLE 16

Duties of the Treasurer

The Treasurer shall:

1. Perform all duties incumbent upon the office.
2. Conduct and assist in all financial transactions involving the FCAO.
3. Maintain the financial accounts of the FCAO, including collecting and depositing proceeds due to the FCAO in a secure financial institution designated by the Board of Directors.
4. Conduct all payments through checks or wire transfer of funds signed by both the President and Treasurer, approved by the Board of Directors. The Treasurer shall retain for seven (7) years all receipts and Bank statements which the Board of Directors or the Auditing Committee may request for review
5. Prepare and submit monthly written financial reports to the Board of Directors.
6. Prepare and submit to the National Convention a written financial statement covering a 12-month period of the prior fiscal year. The financial statement shall present, at a minimum, the FCAO's cash flow and changes in all cash balances and adequate disclosure as to all sources of revenues and expenses. The financial statement shall also be accompanied by a report by the audit committee presenting its findings and its opinion of any audit.
7. Prepare the budget, which shall be submitted annually, to the Board of Directors for approval, which may be amended by the Board of Directors from time to time.
8. Have or provide for the custody of the funds or other property of the FCAO; keep such bank accounts designated by the Board of Directors, collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the FCAO; deposit all funds in his custody in such banks or other places of deposit as the Board of Directors may from time to time designate; be one of the required signatories on the FCAO bank accounts; shall be required to ascertain that all financial transactions are authorized by the FCAO; whenever so required by the Board of Directors, render a report presenting a detailed summary of all financial transactions and the financial condition of the FCAO; fully cooperate with the Audit Committee and the independent accountant in the audit of the FCAO financials; and in general, shall discharge such other duties as may from time to time be assigned to him by the Board of Directors or the President.
9. At the end of each fiscal year, the Treasurer shall submit to an audit of the accounts of the Corporation to be carried out by the Audit Committee, as hereinafter provided. The Audit Committee's report shall be presented in writing to the Board of Directors and to the Members of the Corporation at the National Convention, along with the annual balance sheet and the Treasurer's statement of the financial condition of the Corporation.
10. Upon removal, termination, elections of a new Treasurer, the books and records shall be surrendered to his/her successor, or the President within seven (7) business days.

ARTICLE 17

Legal Counsel

1. The Board of Directors and/or the President reserve the right to retain Legal Counsel to represent the interests, defend and negotiate for any transaction or legal matter.
2. The Board of Directors and/or the President may invite Legal Counsel to attend any National Convention and meetings of the Board of Directors.
3. Legal Counsel may not serve as a member of the Board of Directors.
4. Legal service expenses shall be paid only if approved by the Board of Directors.

ARTICLE 18

Executive Committee

1. The Officers of the Board shall constitute the Executive Committee. Between meetings of the Board, the Executive Committee shall have general charge and supervision of the affairs of the Corporation. During such periods, the President may, at his discretion and as needs might require, convene the Executive Committee for the purpose of considering, approving and carrying out, for the benefit and best interests of the Corporation, such actions as the exigencies of the moment might dictate. The President shall report all activities and interim decisions of the Executive Committee at the next meeting of the Board.

ARTICLE 19

Indemnification

1. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any Officers or Directors. No indemnification may be made to or on behalf of any such person if (a) his/her acts were committed in bad faith or were the result of his/her active and deliberate dishonesty and were material to such action or proceeding or (b) he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled to.
2. The Corporation shall obtain and maintain officers and Director's liability insurance and maintain insurance to the FCAO for any obligation which it incurs as a result of its indemnification.

ARTICLE 20

Chapter Obligations

1. All Chapters of the FCAO shall remain independent in all sectors of internal administration and shall have the right to maintain their own treasury, real and personal property, and bylaws, as long as those bylaws shall not be in conflict with those of the FCAO. Any changes to the bylaws of a Chapter must be

consistent with these bylaws and the Certified Inception of FCAO and are submitted immediately to the Board of Directors, which shall verify compliance with the FCAO Bylaws, and may request any modifications to facilitate contact on issues of common interest. All Chapters are required to submit biennially to the Board of Directors the names and addresses of at least 25 members by December 31 of each year.

2. A Chapter not fulfilling its financial obligations on a timely basis shall be considered not to be in good standing and may be subject to disciplinary action by the Board of Directors.

ARTICLE 21

Withdrawal of a Chapter

1. Provided that such action is approved by its general membership, a Chapter shall have the right to withdraw from the FCAO by giving thirty (30) days prior written notice to the Board of Directors.
2. Upon such withdrawal the Chapter shall immediately return all FCAO's property.

ARTICLE 22

Expulsion of a Chapter

1. A Chapter may be subject to expulsion if the Chapter does not comply with the bylaws or written decision of the Board of Director or of the Membership at a National or Special Meeting.
2. A written notice of violation(s) shall be caused to be sent to the Chapter by the Board of Directors. A Chapter shall be placed on probation for a period of sixty (60) calendar days, or until the next National Convention, whichever occurs first. If during that time period, the Chapter does not comply with the notice sent, the matter shall be referred to the next National Convention, which shall have the ultimate non-appealable right to expel it or take other appropriate action.
3. A Chapter on probation shall not be eligible to participate in activities of the FCAO, unless otherwise decided by the Board of Directors.
4. A future vote may reinstate the membership of a Chapter if it determines that the Chapter has fully complied with the bylaws or directives of FCAO.

ARTICLE 23

Offices

1. The Offices of FCAO shall be in the City of New York.

ARTICLE 24

Dues and Fees

1. All Chapters of the FCAO shall be obligated to pay annual dues, which shall be established by the Board of Directors
2. Payment of annual dues shall be made prior to January 31st of each fiscal year as stated on Article 28.

ARTICLE 25

Committees

1. It is hereby established that the FCAO shall maintain the following permanent committees which shall be responsible for the achievement of the goals of the FCAO:
 - a) The Cultural Affairs Committee
 - b) The Public Relations/Community Affairs Committee
 - c) The Philanthropic/Charitable Committee
 - d) The Education and Religious Committee
 - e) The Cyprus Issues and Human Rights Committee
 - f) The Auditing Committee, following their election at the National Convention whose responsibility shall be to audit the financial statements of the FCAO at least once per year and approximately thirty (30) days prior to the annual National Convention. The results of the audit shall be provided in writing to the delegates. The Audit Committee shall be composed of at least three members that will choose their own chairman and secretary who shall keep and maintain minutes of all proceedings before it. It shall establish its own rules and procedures and shall publish the same upon approval by the FCAO. By decision of the FCAO, the Audit Committee may perform special interim audits of the books and accounts of the FCAO at the close of business for the fiscal year.
2. The President shall appoint the Chairperson of each committee from the Board of Directors.
3. The Chairperson of each committee shall appoint the members of the committee, subject to the Board's approval.
4. The President shall have the right to appoint temporary (ad hoc) committees for special tasks, including but not limited to Credential Committee.
5. The Board of Directors reserves the right to add, change or eliminate committees.

ARTICLE 26

NEPOMAK, USA. Division

1. The Cypriot Youth Division of America referred to hereafter as NEPOMAK USA is a Division of FCAO. The operations, ByLaws and election of Director and officer of this Division shall be in accordance and consistent with FCAO's ByLaws and abide by and be bound by the Board of FCAO decisions.

ARTICLE 27

Honorary Officers and Members

1. The Board of Directors shall have the right to proclaim Honorary or Advisory Officers or Members and award honorary diplomas or other awards to persons who support, financially or otherwise, the purposes and activities of the FCAO or its Chapters.

ARTICLE 28

Fiscal Year

1. The FCAO fiscal year shall be January 1-December 31 of each year.

ARTICLE 29

Dissolution

1. The FCAO shall exist for perpetual time duration or until there are less than two Chapters. Upon dissolution of the FCAO or its successors, its assets, if any, shall be distributed to one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Federal tax code, or shall be distributed to one or more charitable organizations which serve and promote the interests of the Hellenic Cypriot community of the United States, provided that at the time of distribution they qualify as tax exempt organizations within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Federal tax code, or shall be distributed to the local, state or federal government or agencies for a public purpose.
2. The Board of Directors may designate such purposes or organizations.
3. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the FCAO is then located, exclusively for such purposes.

ARTICLE 30

Omissions and Amendments of the Bylaws

1. In case of omissions, ambiguities and matters unforeseen in these bylaws, the Board of Directors shall be responsible for interpreting the bylaws and rendering decisions until final resolution, if necessary, by the National Convention.
2. These bylaws shall be amended by the affirmative votes of 2/3 of the delegates of a National Convention. Such action is authorized only at a duly called and held National Convention for which written notice of such meeting, setting forth the proposed amendment is given in accordance with the notice provisions for special meetings set forth herein.
3. The bylaws and all meetings shall be conducted and governed pursuant to the Roberts Rules of Order.

ARTICLE 31

Agreement to Abide by Disclosure Statement

1. All members of the Board of Directors of the FCAO agree to abide by the provisions set forth in a Disclosure Statement, as determined by the Board
2. In particular, all members of the Board agree that no member or his immediate family shall derive any personal profit indirectly or directly from participation in the organization.
3. Duty to disclose: All members of the board have a duty to disclose any conflict of personal interest in any decision making process the board may undertake.
4. All members of the Board of Directors agree to review and abide and familiarize themselves with the Disclosure Statement.