

# **The Bosnian-North American Woman's Association (BNAWA)**

## **BYLAWS**

### **I General provisions**

#### **Article 1.**

This Bylaw defines the method of working of The Bosnian –North American Women's Association (in the following text referred as: Association).

#### **Article 2.**

This Bylaws regulates the following provisions:

- II Name, head office and Logo of the Association
- III Purpose of Association,
- IV Procedures for admission and suspension of members,
- V Rights and liabilities of Association members,
- VI Association bodies, procedures for their election, their authorizations, quorum and rules for voting, legislative period
- VII Regulations on acquiring, use and managing of Association funds, as well as body authorized to monitor disposal of those funds,
- VIII Procedures for amendments to the Bylaws, authorizations and manner of general acts enactment,
- IX Submitting reports on financial performance and work of Association,
- X Conditions and procedures dissolving of Association, i.e., disbanding, including any special quorum or regulations for reaching qualified majority in the procedure of voting,

#### **II Name and head office**

#### **Article 3.**

Association name: **The Bosnian-North American Woman's Association**

Abbreviated Association name: BNAWA, popular BOSNAWA

#### **Article 4.**

Head office: Chicago, IL

#### **Article 5:**

Association has Logo.

### **III Purpose of Association**

#### **Article 6.**

Association is organized and established to operate as a charitable organization in the United States and Canada with the purpose of:

- a. Preserving Bosnian identity, language, culture and history through educational seminars, trainings, lectures and cultural events
- b. Supporting women business and professional development through networking, financial assistance, and support
- c. Humanitarian Network through working with other Humanitarian Organizations and providing need based financial, educational, housing and/or humanitarian aid to women in need, regardless of religion, nationality, sexuality or race.
- d. Empowering Bosnian women to achieve equality in all aspects of domestic and public life
- e. Engaging in other programs and activities deemed beneficial to the association's members

### **IV Acting on behalf of Association**

#### **Article 7.**

President and vice-president of Board of Directors along with president of Association's Assembly act for and on behalf of the Association in legal transactions.

#### **Article 8.**

Material and financial management of Association requires the signature of one of the above mentioned persons, who represent and act on behalf of Association, according to the Article 5. of this Bylaws

### **V Procedure for admission and suspension of members along with membership fee**

#### **Article 9.**

Membership in the Association is voluntary and available to every women who accepts the field of work (according to Article 4) of the Association along with provisions of this Bylaws with no discrimination, regardless the nationality, religious affiliation, race, age, physical, psychological and other characteristics and skills.

#### **Article 10.**

Rights of the Association members are as follows:

- participating evenly in the Association activities,
- Indirect participation in decision making within Assembly and the Association bodies,
- To vote and to be elected in the Association bodies,
- To be informed in a timely and thorough manner about work and activities of the Association.

## **Article 11.**

Obligations of the Association members are as follows:

- maintaining and raising reputation of the Association,
- acting in accordance with the Bylaws and other valid acts and principles of the Association,
- participating in the activities of Association in accordance with the interests,
- Responsibility for personal acts within Association activities,
- preserving material goods and realization of acquired obligations,
- paying membership fee.

## **Article 12.**

Members of the Association are women, citizens of USA and Canada who accept Bylaws and pay membership fee to the Association. Membership is paid annually.

Assembly of the Association establishes regular, student, senior, family and business fee rates on the basis of Decision by majority votes of present members.

Member can withdraw from the Association on the basis of written request. In that case, paid membership fee is not returned.

Record on members is kept by the President of Board of Directors.

Decision on exclusion from membership is made by Board of Directors, in case when Association member breaches provisions of the Bylaws or valid acts of the Association.

Suspended member has the right to appeal to Assembly of the Association within 15 days from the day of receiving written Decision on exclusion by registered mail. Assembly considers the appeal at its next gathering and makes decision upon accepting or rejecting the appeal by majority votes of present members of Association, where Assembly Decisions on the appeal are final.

## **VI Association bodies**

### **Article 13.**

Administrative bodies of Association are:

- Assemblies for SAD and Canada,
- Board of Directors,
- Presidents of Assemblies
- President and Vice President of Board of Directors
- Chapter bodies

Commissions and other bodies can be established, according to the Association needs.

### **Article 14.**

Assembly is the highest body in the management of Association.

Assembly consists of all members of the Association with equal voting right.

President of Assembly runs sessions and the Assembly.

President of Assembly is a member of Board of Directors of Association.

Jurisdictions of Assembly president of Association are as follow:

- acts for and on behalf of the Association in legal transactions;

- initiates agenda for Assembly sessions and Assembly bodies;
- participates in Assembly preparations, convenes Assembly sessions and chairs the same;
- provides compliance with principles on Assembly performance;
- monitors decisions and conclusions' realization.

### **Article 15.**

Assembly sessions can be regular, elective and extraordinary. Assembly has regular sessions at least twice a year, regular session is considered to be elective. All other sessions are considered to be extraordinary.

President of Assembly convenes the sessions and establishes session agenda, day and the venue of the session. All members of Association must be informed about regular Assembly session and draft agenda, at least 14 days in advance.

President of Assembly chairs the session and approves (signs) the decisions.

Extraordinary Assembly session is convened in case of unpredicted difficulties, imbalance in interpersonal relations or other circumstances, when performance and vital interests of Association are compromised.

In extraordinary circumstances when none of the above mentioned persons is present, Board of Directors names one of its members to chair and run the Assembly.

Minutes are taken at Assembly session and they are signed by minute taker, who is elected by Assembly and President of Assembly. Minutes are kept permanently in the archive of Association. In case minutes are created on the basis of audio or video recordings, original recordings are also filed in the same manner, and are available for review to all Association members.

### **Article 16.**

President of Assembly or Board of Directors are obliged to convene extraordinary Assembly session upon request of at least one third of Association members, within 30 days from the receipt of request in writing. Proposer is obliged to propose agenda for the session in his request for convening extraordinary Assembly session. If Board of Directors or President of Assembly does not convene extraordinary session, the proposers themselves can gather within anticipated timeframe.

### **Article 17.**

Assembly can validly carry out activities and make decisions only if at least half the members of Assembly are present.

Assembly of Association makes decisions by majority votes of present members, In the process of decision making, it is possible to use web oriented internet platforms for process of voting. Manner of presence at the Assembly can be personal presence, written authorization of different Assembly member or by means of devices for two way audio and video communication, available to Association and members. Manner of voting (public or private) for decision making is suggested by President of Assembly or Board of Directors at every respective Assembly session.

## **Article 18.**

Association Assembly's jurisdictions are as follows:

- Bylaws enactment, amendments to the Bylaws and enactment of other documents defined by the Bylaws,
- Decision on approaching, joining, merging, dissolving or disbanding, as well as other changes of status in the Association,
- Naming and suspension of Assembly President,
- Adopting annual performance report and financial report of Association prepared by Board of Directors,
- Adopting annual performance report of Board of Directors,
- Adopts work plan and financial plan for the following year,
- Establishes annual membership fee of the Association,
- Makes decisions on claims and complaints made by members, referring to Association management, other representations related to Association management as well as members' requests,

## **Article 19.**

Board of Directors is consisted of minimum of seven members and maximum of 13 members:

- President of Board of Directors,
- Vice-president of Board,
- President of Assembly,
- Secretary,
- Treasurer,
- Spokesperson, and
- VP for Programs

Mandate of members in Administrative board lasts for 2 years with the possibility of re-election.

Administrative board submits annual work report to the Assembly.

In case Board Member stops being member of Association, his membership in Board of Directors stops also.

In case any position in Board Member becomes available, Board of Directors can name the member of Association to be acting chair until following session of Assembly.

Board of Directors meets at least 4 times during one calendar year, and especially 21 days before Assembly session, to prepare draft agenda for Assembly.

Board of Directors session can be held by means of devices for two ways audio and video communication that are available to Board Members.

## **Article 20.**

Board of Directors

- is administrative body of Association and performs organizational, professional, technical, administrative and financial works; it also runs Association between regular Association sessions according to its programs and decisions,

- Prepares Assembly sessions,
- Prepares draft of Bylaws and amendments of Bylaws and other acts brought by Assembly,
- Pursues policy, conclusions and other decisions brought by Assembly,
- Suggests the President, Vice-president, and Assembly President of Association,
- Manages Association property,
- Submits annual or periodical report upon their work, including financial reports, to the Assembly for adoption,
- Establishes performance programme drafts along with work plans,
- Names boards, commissions and other working bodies according to the needs, and defines their tasks,
- Conducts other works defined by the Bylaws.

### **Article 21.**

Decisions of Board Members are brought by two-thirds majority votes of present members of Board of Directors. Decisions are valid if at least 6 members of Administrative board are present. During decision making process, it is possible to use web oriented internet platforms for voting process.

Record is made on Board of Directors performance which is signed by President and the Secretary, and it is kept permanently in the archive of the Association.

Board Members may miss one quarter (minimum 1 meeting per quarter)

In a calendar year. Any Board Member who will miss a meeting shall inform the President of the reason for their absence as soon as they know that they will not be able to attend.

If additional meetings are necessary beyond the mandatory monthly meetings, the Board Members shall be given prior notice of the time, location, and purpose of this meeting at least five (5) business days prior to the meeting.

Any Board Member may contact the President and request an additional meeting. The President shall honor any reasonable request for additional meetings.

These meetings are not mandatory, but decisions made during these meetings are binding.

### **Article 22.**

President and Vice-president of Board of Directors are Board members. Board of Directors is giving a suggestion for their election and re-election. They are elected and suspended by Assembly.

Mandate of President lasts for two years with the possibility of re-election.

Mandate of Vice-president lasts for two years with the possibility of re-election.

President and Vice-president of Board of Directors have the following duties:

- Responsible for lawfulness and Association management
- Act for and on behalf of Association in legal transactions
- Act in relations with third parties
- follow the realization of financial plan of Association
- Responsible for all acts signed in the name of Association
- Responsible for realization of programs objectives of Association

- to start discussion about certain issues from the field of work of Assembly and Board of Directors- work on informing public about Assembly and Association's work
- run Board of Directors; perform other duties established by these Bylaws, rules of procedure and other general acts of Association

### **Article 23.**

Chapter can be started in the cities or regions as a way to get involved and connect members in local communities. The leading team of each chapter will need a plan of events to be in accordance to the Association's goals , objectives and programs. Chapters will have one representative in the Board of Directors.

### **VII Procedure for disposal of remaining property or other items in case of dissolving or disbanding of Association.**

### **Article 24.**

Property of Association is: rights, possessions, money and intellectual property that were acquired by Association in accordance with the law and these Bylaws. Association is responsible for obligations toward third parties by its whole property.

### **Article 25.**

Association incomes are:

- a) Membership fee;
- b) Incomes on the basis of private and government grants, sponsorship, contributions and presents from private and legal entities.
- c) Funds gained through fundraising activities
- d) Other legal sources of income

### **Article 26.**

Board of Directors decides upon generating income, property use and Association funds distribution in accordance with these Bylaws.

### **Article 27.**

Association is obliged to keep business books on a regular basis, in accordance with accepted accounting principles along with writing financial reports, in compliance with current regulations.

### **Article 28.**

A treasurer is a Board Member and an internal supervisor to check validity of financial reports for each fiscal year. (January to December) A treasurer is obliged to deliver financial report to the Assembly for consideration.

### **Article 29.**

Person authorized to sign the acts referring to generating and distribution of Association property as well as financial management is President of Board of Director, Vice President and Assembly President.

#### **Article 30.**

Every member of Association has the right to get an insight into the documentation related to the property and financial management of Association.

Board of Directors is obliged to enable exercising of the above mentioned rights, within 15 days from receipt of written request from Association member.

#### **VIII Procedure for Bylaws amendments.**

#### **Article 31.**

Decision on Bylaws amendments is made by Association Assembly by majority votes of Assembly members; after conducted discussion, decision on Bylaws amendments is signed by president of Association Assembly.

Board Members of Association or the group of at least one-fifth (twenty percent) of individual Association members can suggest Bylaws amendments.

Draft of Bylaws amendments must be submitted in writing to the Board of Directors before consideration and decision on Association Assembly.

#### **IX Conflict of interests**

#### **Article 32.**

Members of Association must not receive financial compensation for their work in Association bodies.

Board of Directors can approve costs compensation made by members taking part in approved activities of Association.

All authorized representatives of Association must act individually and in accordance with the Bylaws of Association, along with positive laws and regulations in USA and Canada

#### **X Dissolution**

#### **Article 33.**

If dissolution becomes necessary, the Board shall hold a public hearing and will require the approval of two-thirds of the sitting Board. Notice of Dissolution and an opportunity to give their input shall be given to all current members at least one month prior to the hearing.

**These Bylaws were approved unanimously this 18 \_\_\_\_\_ day of the month  
November \_\_\_\_\_, in the year 2016 \_\_\_\_\_.**