

BYLAWS

OF

HOMENETMEN GLENDALE ARARAT

**Version 5.0
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ARTICLE 1
NAME AND LOCATION OF OFFICES

The name of this corporation is HOMENETMEN GLENDALE ARARAT. It is a California nonprofit public benefit corporation with a principal office in the County of Los Angeles, State of California.

The Board of Directors (herein called the “Board”) is granted full power and authority to change said principal office from one location to another.

ARTICLE 2
PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The organization’s purposes include, but is not limited to, the following: to prepare exemplary and law-abiding citizens within the community by providing physical and health education through scouting, athletics, and youth programs, endowing the mind and soul of individuals with the finest spirit of sportsmanship, and developing an understanding of responsibility and honor as they strive for personal and collective excellence.

ARTICLE 3
MEMBERSHIP

Section 1. Members

The members of this organization shall be the persons who meet the following criteria:

- a) Any individual, regardless of gender or religious affiliation, may become a member of Homenetmen Glendale Ararat if they accept the organization’s bylaws and agree to abide by its rules and decisions.
- b) Membership is contingent upon submitting a written or online application to, and subject to approval of, the Ararat Board. Applicants aged 18 or older must have their membership application sponsored by two current members of the organization who have been members for at least two years.
- c) Membership in this organization shall not vest in any member any proprietary rights in the organization but shall only entitle the member to vote at meetings of the members and participation in programs and services rendered by the organization.
- d) The Board may approve or deny applications for membership. It may also suspend a member if, in its sole discretion, the Board determines that such suspension is in the organization’s best interests or if the member is no longer meeting the criteria for membership.

Section 2. Resignation and Expiration of Membership

A member may resign from membership at any time by giving written notice to this organization. Membership in this organization shall expire upon death or as established by the Board.

Section 3. Membership Obligations

All members must meet their moral and financial obligations to the organization.

Section 4. Annual Meetings

Homenetmen Glendale Ararat shall have the types of meetings as designated in Article 7. Homenetmen Glendale Ararat shall be comprised of Divisions pursuant to Articles 9. The divisions shall have their meetings, including an annual meeting pursuant to Article 11. Homenetmen Glendale Ararat shall also have its Representatives meetings pursuant to Articles 13 and 14.

Section 5. Special Meetings

Special Ararat Representative's meetings for any lawful purpose may be called by the Board.

ARTICLE 4 BOARD MEMBERS

Section 1. Powers

Subject to any limitations contained in the Articles of Incorporation and these Bylaws and of the pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of this corporation shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the activities of the organization to other person or persons, however composed, provided that the activities and affairs of the organization shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents and employees of the organization, prescribe such duties for them as may be consistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in the Board's discretion require from them security for faithful service.

(b) To make such disbursements from the funds and properties of the organization as are required to fulfill the purposes of this organization as more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the organization and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.

(c) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities, therefore with the final approval of Ararat Representative Meeting.

(d) To change the principal executive office or the principal business office from one location to another within the city; to cause the organization to be qualified to do business in any other state, territory, dependency, or country, and to conduct business within or outside the State of California; and to designate any place within the State of California for the holding of any meeting or meetings.

Section 2 - Specific Duties of the Ararat Board

- a) Develop and implement a one-year action plan within one month of election.
- b) Regularly hold meetings to address Ararat's relevant issues.
- c) Approve membership applications, resignations, and transfers as per bylaws.
- d) Collect membership dues and organize events to cover expenses.
- e) Appoint liaisons to Division Executive Committees.
- f) Appoint the Scouting Executive Committee.
- g) Confirm Division Executive Committees and oversee their activities through liaisons.
- h) Convene the Ararat Representatives Meeting at the term's conclusion.

Section 3. Number of Board Members and Eligibility

The number of Board Members of Homenetmen Glendale Ararat shall be 5, 7, 9 or 11 with the exact number of Board Members to be decided at the Ararat Representatives Meeting.

Any member of Ararat who has been a member of Homenetmen for at least two years and has served at least one year on a Division Executive Committee or any committee accountable to the board, can be elected to Ararat Board.

Section 4. Absent Nominee

If a qualified nominee is unable to attend the Ararat Representatives Meeting, they must have previously provided written approval of the nomination, and this approval must be presented at the meeting to the meeting's presiding officers.

Section 5. Removal of A Board Member

Any Board member may be removed from the Board subject to the provisions of the California Nonprofit Public Benefit Corporation Law and in accordance with these Bylaws. A special meeting of the Ararat Representatives Meeting (ARM) shall be called by the Ararat Board specifically for the purpose of considering the removal of one or more Board members. The

notice of such meeting must explicitly state that the removal of Board member (s) is on the agenda and must clearly identify the name(s) of the Board member(s) proposed for removal.

A quorum must be present at the meeting. The removal of each Board member shall require the approval of a majority of the Representatives present and voting at the meeting. Each Board member shall be considered for removal separately.

Following the vote, the results shall be documented in the official minutes of the meeting, and all relevant organizational records shall be promptly updated to reflect any changes in the composition of the Board.

These procedures shall be followed in addition to any other requirements set forth in these Bylaws, provided such requirements are consistent with applicable state law.

Section 6. Resignation of Board member

Any Board member may resign effective upon giving written notice to the Chairperson of the Board, the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be invited to take office when the resignation becomes effective.

Section 7. Vacancies

Vacancies on the Board may be filled by approval of the Board (pursuant to Section 5032 of the California Corporations Code) or, if the number of Board members in office is less than a quorum, then the Board convenes a special Ararat Representatives Meeting to elect a new Board.

Each Board member so elected shall hold office until the expiration of the term of office of the replaced Board member and until a successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any Board member, or if the authorized number of Board members is increased.

The Board may declare vacant the office of a Board member who has been declared of unsound mind by a final order of any court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 5230) of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of the Board member's term of office.

Section 8. Place of Board Meetings

Any meeting of the Board may be held at any place within or without the State of California which has been heretofore designated for that purpose by the Board.

Section 9. Special Board Meetings

Special meetings of the Board may be called by the Chairperson of the Board or any Vice-President or the Secretary or any two Board members.

Section 10. Notice of Board Meetings

Meetings of the Board shall be held upon not less than four days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each Board member or at such Board member's address as it is shown upon the records of the organization or as may have been given to the organization by the Board member for such purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board members are regularly held.

Section 11. Quorum and Board Action

A majority of the Board members shall constitute a quorum for a Board meeting. If the number of Board members is less than a majority, a quorum will not be present, and the meeting cannot proceed. If a quorum is present, a majority of the Board members present can make decisions and take actions.

Section 12. Participation in Board Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment, so long as all of the following apply:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by this organization.

(c) This organization adopts and implements some means of verifying both of the following:

1) A person communicating by telephone, electronic video screen, or other communications equipment is a Board member entitled to participate in the Board meeting.

2) All statements, questions, actions, or votes were made by that Board member and not by another person not permitted to participate as a Board member.

Section 13. Waiver of Notice

Notice of a meeting need not be given to any Board member who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a Board member who attends the meeting without protesting, before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 14. Right of Inspection

Every Board member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this organization.

Section 15. Committees

The Board may establish committees, and the members of the committees shall be appointed by the Board. A committee shall have such powers as expressly delegated by the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members, regardless of whether this organization has members;

(b) The filling of vacancies on the Board or on any committee;

(c) The fixing of compensation of the Board members for serving on the Board or on any committee;

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(e) The appointment of other committees of the Board or the members thereof;

(f) The expenditure of corporate funds to support a nominee for Board member after there are more people nominated for Board member than can be elected; or

(g) The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.

Section 16. Fees and Compensation

Board members shall not receive compensation for their services as Board members. Board members may receive reimbursement for expenses as may be fixed or determined by the Board.

ARTICLE 5 OFFICERS

Section 1. Officers

The officers of the organization shall be a Chairperson of the Board, a Secretary and a Treasurer. The organization may also have at the discretion of the Board, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chairperson of the Board.

Section 2. Election of Officers

The officers of the organization, except such officers as may be appointed in accordance with the provisions of Section 5 of this Article, shall be chosen by, and shall serve at the pleasure of, the Board, subject to the rights, if any, Officers shall hold their office until they resign, are removed, or become otherwise disqualified to serve, or until their successor are elected.

Section 3. Removal and Resignation

Any officer may be removed by a majority of the Board members then in office, at any meeting of the Board,

Any officer may resign at any time, without prejudice to the rights, if any, of the organization under any contract to which the officer is a party, by giving written notice to the Board, or to the President, or to the Secretary of the organization. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5. Inability to Act

In the case of absence or inability to act of any officers of the organization and of any persons herein authorized to act in their place, the Board may from time-to-time delegate the powers or duties of such officers to any other officers, or any directors whom the Board may select.

Section 6. Chairperson of the Board

The Chairperson of the Board shall, if present, preside at all meetings of the Board, and shall have the following powers and duties:

- a- Convenes, opens, and conducts all meetings of the Board.
- b- Allows board members at the meeting to ask for the floor and speak.
- c- Preserves order and discipline during meetings.
- d- Adjourns meetings.
- c- Invites the Board to any necessary special or irregular meetings.

The chairperson of the Board is the representative of the Board, in the following capacities:

- a- Oversees the activities of the Board, and, when necessary, provides support.
- b- When necessary, makes arrangements outside of meetings of the Board and then accounts for his/her actions to the Board.
- c- Invites the board to any necessary special or irregular meetings.
- d- Oversees the board's relations except in cases where the Board has already assigned the duty to another board member.
- e- Signs the approved minutes of the Board meetings and the correspondence on behalf of the Board.

Section 7. Vice Chairperson of the Board

The Vice Chairperson of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board in the absence of the Chairperson of the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 8. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of the Board and its committees, with the time and place of holding, how authorized, the notice thereof given, the names of those present at Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the organization's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall cause the seal of the corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 9. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the organization. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the organization with such depositories as may be designated by the Board. He or she shall disburse the funds of the organization as may be ordered by the Board,

shall render to the Chair and Board Members, whenever they request it, an account of all corporate transactions and of the financial condition of the organization, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 10. A member who serves on Ararat Board may not receive financial remuneration for his/her services, otherwise he/she will lose its position in the board.

ARTICLE 6 CONFLICTS OF INTEREST POLICY

A Conflicts of Interest Policy shall be adopted by the Board to apply to the directors and officers of this organization. This Conflicts of Interest Policy shall be reviewed by, and a Conflicts of Interest Disclosure Statement completed by, every director and officer of this organization on an annual basis. Each completed Disclosure Statement shall then be reviewed annually by the Board. The Board shall determine, with the advice of legal or accounting professionals, if necessary, if any conflict of interest that has been disclosed, either in the Conflicts of Interest Disclosure Statement or at any other time pursuant to the Conflicts of Interest Policy, requires further Board action beyond mere disclosure to this Board.

ARTICLE 7 MEETINGS

Section 1. HOMENETMEN Glendale Ararat shall hold the following meetings:

- a) Division Membership Meetings
- b) Ararat Representatives Meetings

Section 2. The following governing bodies shall be elected by the above-mentioned meetings:

- a) Division Executive Committees
- b) Ararat Board

Division Executive Committees shall be elected by Division Membership Meetings, except for the Scouting Division Executive Committee, which shall be appointed by the Ararat Board.

Section 3. All decisions made in these meetings or by The Board or the Executive Committees shall be ratified by a simple majority vote, unless otherwise specified in the Bylaws and Rules documents, where a two-thirds (2/3) majority is explicitly required.

ARTICLE 8 ARARAT REPRESENTATIVES MEETING TYPES

Section 1. The Organization shall hold the following types of Representatives Meetings:

a. Annual Ararat Representatives Meeting

An Annual Representatives Meeting shall be held once each calendar year at a time and place designated by the Board. The purposes of this meeting shall include, but are not limited to, the election of the Ararat Board and the transaction of such other business as may properly come before the Representatives.

b. Special Ararat Representatives Meeting – Called by the Board

A Special Representatives Meeting may be called at any time by the Board for the purpose of addressing specific matters, including but not limited to, organizational issues or the election of delegates (and two substitutes) to the Regional Representatives Meeting.

c. Special Ararat Representatives Meeting – Called by Petition

A Special Representatives Meeting shall be called upon submission of a written petition signed by two-thirds (2/3) of the currently serving Ararat Representatives. Such petition shall state the purpose of the meeting and shall be delivered to the Chairperson or Secretary of the Board.

ARTICLE 9 DIVISION AND DIVISION MEMBERSHIP

Section 1. In Ararat the grouping of individuals engaged in similar activities form a division.

Section 2. Ararat in addition to its athletic and scouting divisions, may have auxiliary divisions that focus on social activities, public relations, Ararat's finances, organizational activities, and educational activities.

Note – A division's members may be further divided into groups.

Section 3. Any Member of the Ararat may apply for membership in one or more Divisions.

Note A: A parent automatically becomes a member of a division where his/her children are members of if family membership is selected unless the parent requests otherwise.

Section 4. A Division may determine its own requirements for additional expectations of its members' participation, if they meet Ararat Bylaws membership requirements and are approved by the Ararat Board.

Section 5. Ararat's Board confirms the Executive Committee of each division, which is responsible for the activities of that division. A representative from the Ararat Board may attend divisions' executive committee's meetings.

Section 6. Each division must have its general membership meetings.

ARTICLE 10 DIVISION EXECUTIVE COMMITTEE

Section 1. The Division Executive Committee shall be composed of 5, 7 or 9 elected qualified members for a term of one year (exception applies to Scouting Division).

Section 2. Any member of Homenetmen Ararat who is at least 18 years old and who has been a member of for at least one year may be elected to serve on the Division Executive Committee

Section 3. The Division Executive Committee will elect a chair, a secretary, and a treasurer.

Section 4. The Division Executive Committee manages the activities of the Division based on division membership and Ararat Representative Meeting decisions and based on Homenetmen Ararat Bylaws.

Section 5. If a member of a Division Executive Committee is unable to fulfill his or her duties, he/she is replaced by the Ararat Board.

Note – A member of the organization cannot serve on more than one Division Executive Committee.

Section 6 - Division Executive Committee must have a record of all its meeting minutes, correspondences, circulars, financial records, which will be the basis of the annual report presented at the division membership meeting.

Section 7. Division accounts are audited by the Ararat Board.

Section 8. The Division Executive Committee must receive permission from Ararat Board prior to conducting events or activities outside the geographic borders of the Ararat.

Section 9. Division Executive Committee oversees its subcommittees and activities related to various committees and meetings.

Section 10. Division Executive Committee will regularly provide a copy of its meeting minutes and the division financial reports to the Ararat Board.

Section 11. The Division should have its general membership meetings.

Section 12. Division Executive Committee will develop an annual division activities and financial report which after presentation and approval at the Division Membership Meeting will be submitted to the Ararat Board.

Section 13. Any Division may form a Parent Support Committee comprised of parents of the current division members to assist division activities.

Section 14. Division Executive Committees are responsible for participating in the implementation of Ararat's Strategic Plan, especially on action items which pertain to their division and/or activities.

Section 15. Any team, group, or troop, upon approval from Division Executive Committee, may form its Parent Support Committee, comprised of parents of current members to assist its activities.

ARTICLE 11 DIVISION MEMBERSHIP MEETING

Section 1. Annual Division Meeting

The annual meeting of Division members shall be held in the fourth quarter of each calendar year and shall be called by the Division Executive Committee and noticed in accordance with the provisions of this Article.

Section 2. Special Division Members Meetings

Special meetings of the Division Members for any lawful purpose may be called by the Division Executive Committee Board. In addition, special meetings of the Division Members for any lawful purpose may be convened with twenty percent 20% or more of the members entitled to vote.

Section 3. Notice of Division Membership Meetings

The notice of Division Membership Meeting will be sent to the last known mailing address or email address provided by the member at least ten (10) days before the meeting date. It is the sole responsibility of the member to provide updated mailing and email addresses to the organization.

Section 4. Voting

Only members represented in person may vote at Division meetings of the organization.

Section 5. Proxies

No proxies shall be allowed.

Section 6. Meeting Adjournment or Postponement

If a Division Membership meeting is postponed to a later time or place, the new time and place are announced by the meeting officers before the meeting ends. The meeting date and time is communicated to all qualified division members.

If a Division Membership meeting is postponed due to lack of quorum to a later time or place, the new time and place are communicated to all qualified members by the Division Executive Committee.

Section 7- The Division Executive Committee, after consultation with the Ararat Board, is responsible for:

- a- Determining the Division Membership Meeting date
- b- Developing the meeting agenda
- c- Preparing Division's activities and financial reports
- d- Inviting the division members to participate at the Division Membership meeting.

Section 8. Division membership meetings are considered official only if a majority of members of the division are at least 18 years old are present.

Note A – If a scheduled meeting is postponed due to the lack of quorum and is rescheduled, the rescheduled meeting will meet quorum requirements regardless of the number of participants

Note B –The Ararat Board or Division's Executive Committees must inform members of the division of upcoming division general membership 1st and possible 2nd scheduled meetings dates at least 10 days in advance

Section 9. At the Division Membership Meeting, the Ararat Board representative participates with one vote. Any other Ararat Board member who is a member of that division can attend and cast a vote (except at Division Executive Committee performance/ activity evaluation and during election of division executive members and division representatives)

Section 10. At the Division Membership Meeting, participants with voting rights should be:

- a. Members and Division Executive members who are 18 years old, have 6 months of membership and have fully paid membership dues
- b. Ararat Board representative
- c. One representative from other Divisions' Executive Committees

Note A- Division Executive Committee members cast only one vote when evaluating the Division activities on the agenda.

Note B - The representatives of other divisions are authorized to answer questions and propose motions.

Section 11. At the Division Membership Meeting, members of other divisions can attend (without voting rights) if they are over 18 and have fully paid their dues.

Section 12. Division Executive members and Division Representatives who are 18 years or older, have one year of membership and have fully paid membership dues, are elected by the division members

Note A: Any member can participate in more than one division activities but can only be elected in one division as division executive member or division representative.

Note B: Members attending at other Division Membership Meetings cannot be elected as Division Executive member or Division representative

Section 13. During the two weeks leading to the Ararat Representatives Meeting, Division Membership meeting will be held at which the attendees will:

A- Listen to a brief annual report of Ararat activities.

B- Listen, discuss, and evaluate Division Executive Committee's activity and financial report for the concluding one-year term.

Note A: Division's annual financial report should be compatible with Ararat accounting practices.

Note B: Scouting Division's annual activities are not subject to evaluation voting at the scouting divisions membership meeting

C- Listen to previous division meeting's resolutions implementation results

D- Discuss and vote on new written motions

E- Develop and approve Division's next term's activities and the related budget for final approval at the Ararat Representatives Meeting, based on the Ararat's Strategic Plan.

F- Vote on Ararat related suggestions to be presented at the Ararat Representatives Meeting

G- Elect Division's Executive Committee which will be subject to approval by the newly elected Ararat Board (Scouting Division meeting will not perform this step)

Note C: The newly elected Division Executive Committee will develop its annual plan by the time the Executive Committee is approved by the Ararat Board.

Note D. Note – If a scheduled Division Membership meeting is postponed due to the lack of quorum and is rescheduled, the rescheduled meeting, held 30 minute later, will meet quorum requirements regardless of the number of participants.

Section 14. The Division Membership Meeting will elect representatives for the Ararat Representatives Meeting as following:

Up to 100 members in Division – 4 representatives
 101 to 150 members in Division – 5 representatives
 151 to 200 members in Division – 6 representatives
 201 to 250 members in Division – 7 representatives
 251 to 300 members in Division – 8 representatives
 301 to 500 members in Division – 9 representatives
 501 and up members in Division – 10 representatives

Note A- Division membership meeting will elect two additional substitute representatives with a separate election.

Note B- The number of division representatives is determined based on division's list of members who have fully paid their membership dues.

Note C- If the Division Membership Meeting fails to elect a Division Executive committee, the meeting's temporary Chair and Secretary will manage the division activities for a maximum of one month until the Ararat Board decides to take the appropriate action.

Note D- Division Membership Meeting officers are responsible for submitting the Ararat related suggestions to Ararat Board liaison to be included in the annual Ararat report.

Section 15. At the year-end Division membership meetings, Division representatives will be elected to attend year-end Ararat's Representatives Meeting. One member of the previous term's Division Executive Committee (DEC) will also attend the year-end Representatives Meeting with voting power as the current DEC's representative, along with newly elected Division representatives. After approval of the new DEC, the last term's DEC representative must be replaced by a member of the newly elected DEC for the new term.

ARTICLE 12 DIVISION REPRESENTATIVES

Section 1. Division Representatives shall be elected for a one-year term. During that term, the Ararat Board will invite the same Division Representatives for any Ararat Representatives Meeting.

Section 2. If a Division Representative is elected to serve in the Ararat Board, the Division Executive Committee shall appoint a substitute representative to fill the vacancy.

Section 3. Elected Division Representatives shall represent the Divisions at Ararat Representatives Meetings. Substitute Division representatives should have a majority vote to replace missing/absent representatives at the meetings.

Section 4. Division Executive Committee shall be responsible for ensuring that all elected Division Representatives are invited to attend Ararat Representatives Meetings. The Division Executive Committee is responsible for inviting substitutes to fill the vacant Division Representative position.

Section 5. A substitute Representative who attends an Ararat Representatives Meeting as a substitute representative, shall not be considered a permanent Division representative of that Division.

ARTICLE 13
ARARAT REPRESENTATIVES MEETING

Section 1. Ararat Representatives Meeting, the highest meeting of the organization, will take place after the Division Membership Meetings. At this meeting the representatives will:

- A- Listen, discuss, and evaluate Ararat Board's activities/financial report and the previous meeting's resolutions' implementation results.
- B- Listen, discuss, and evaluate all Ararat Standing Committee reports.
- C- Discuss and decide on any issues and set strategic direction of the organization
- D- Elect a budget committee which will present a final budget for representatives' approval
- E- Decide on suggestions related to Ararat's next term's activities.

Note A- all new motions should be submitted to meeting's Presiding officer or Secretary in writing prior to vote on Ararat Board activities' evaluation agenda item. The meeting officer can form a three-member committee to coordinate all submitted motions.

- F- Discuss and approve amendments to Ararat Bylaws and/or Rules presented by the Bylaws & Rules Committee at the meeting.
- G- Discuss and approve the plan presented by the Strategic Planning Committee, assess the progress of the Strategic Plan's implementation and make needed changes including priorities, resource allocation and policies.
- H- Elect Ararat Board
- I- Elect Archives Committee
- J- Elect Audit Committee
- K- Elect Bylaws & Rules Committee
- L- Elect Strategic Planning Committee

Note B - Guests invited as advisors and members of the Ararat Board cannot be elected as presiding officers of the meeting, namely the meeting offices chairperson and the secretary(ies).

Note C – Members of accountable bodies to the same meeting cannot serve as the presiding officers of the meeting.

Note D - The Ararat Representatives Meeting will evaluate the Ararat Board's presented annual report on operational, financial, and strategic grounds.

Note E - Ararat Board will include the implementation results of the Strategic Plan in their annual report.

Section 2. At the Ararat Representatives Meeting, the participants with full voting rights will be the following:

- A- Representative of the Affiliate organization per agreements
- B- Resigning Ararat Board (one representative)
- C- Elected Division Representatives

D- Representatives of the resigning Division Executive Committees

Section 3. At the Ararat Representatives Meeting, the following will participate in advisory capacity:

- A- Resigning Ararat Board members
- B- Audit committee members
- C- Archives committee members
- D- Bylaws & Rules committee members
- E- Strategic/Long-Term Planning committee members
- F- Ararat Board invited advisors
- G- Any committee members elected at the Ararat Representatives Meeting

Section 4. At the Ararat Representatives Meeting, any member can be elected who is 18 and older, has a fully paid membership dues and has been an Ararat member for two years.

Note A- To be elected as an Ararat Board Member; the member should be at least 20 years old.

Note B- Ararat Representatives Meeting has quorum when the majority of Division Representatives and Divisions are present.

Section 5. Any division member who wants to attend the Ararat Representatives Meeting as an observer should meet the following requirements: fully paid membership dues, 18 and over, six months of membership and a request sent to attend to Ararat Board one week prior to the meeting.

Section 6. The Ararat Board will provide an (electronic/hard) copy of the “final” revised/corrected annual Ararat activities and budget report and approved motions to the representatives after the Ararat Representatives Meeting.

Section 7. If a Representative’s meeting is postponed to a later time or place, the new time and place may be announced before the meeting ends or at a later time. However, a meeting cannot be postponed for more than 14 days. Notice of the new date shall be given by the Meeting Officers to all eligible voter representatives and invitees. When the meeting resumes, members can discuss and vote on any issues that were originally on the agenda.

ARTICLE 14

STANDING COMMITTEES

Section 1. Standing Committees are permanent committees, elected at the Ararat Representatives Meeting composed of qualified Ararat members who are responsible of a specific subject matter.

Section 2. The following are the Standing Committees of Ararat:

- A. Bylaws & Rules Committee
- B. Strategic Planning Committee
- C. Audit and Archives Committees

Section 3. The members of the standing committees shall serve for the duration of one year.

Section 4. Each qualified Ararat member may only serve in one standing committee.

Note A: Ararat Board Members cannot serve in any standing committees.

Section 5. Any division Executive committee member may be elected in one of Ararat's Standing committees

Section 6. Members of any Standing Committee may be elected as Division Representative

Section 7. In the event of a vacancy (resignation, long term absence, illness, etc.) on any of the Standing Committees, the standing committee in collaboration with Ararat Board will select a new qualified member as a replacement.

Section 8. If majority of the committee members resign, the committee is dissolved. A new committee shall be elected at a special Ararat Representatives Meeting.

A. BYLAWS AND RULES COMMITTEE

Section 1. The Bylaws and Rules Committee shall be elected at the Ararat Representatives Meeting.

Section 2. The Committee shall consist of minimum of five (5) members.

Section 3. The Committee shall have a representative from the Ararat Board.

Section 4. The Committee shall elect its Chair and Secretary

Section 5. The Committee shall gather suggestions for amendments from members, committees, and divisions; review all proposed changes and submit a final version of the Bylaws and Rules to the Ararat Board.

Section 6. The Committee shall be responsible for all improvements and/or corrections of the Bylaws and Rules.

Section 7. Any suggestions for change in the Bylaws and Rules should only be submitted to the Committee.

Section 8. The Ararat Board may request the Bylaws Committee's assistance.

Section 9. The Committee shall provide a copy of the proposed amendments to Ararat Board prior to submission to the Ararat Representatives Meeting.

Section 10. The Ararat Board shall include a full text of proposed Bylaws and/or Rules amendments in the meeting invitations for the Division Membership meetings and the Ararat Representatives Meeting.

Section 11. The Committee shall ensure that all provisions of the Bylaws and the Rules are consistent with and support the mission, values, and objectives of Homenetmen. The Committee shall periodically assess alignment and propose modifications as necessary to maintain conformity with Homenetmen's guiding principles.

B. STRATEGIC AND LONG-TERM PLANNING COMMITTEE

Section 1. The Strategic and Long-Term Planning Committee shall be elected at the Ararat Representatives Meeting. The Committee shall be responsible for developing and overseeing Ararat's long-term strategic plan. The Committee's plan shall be approved at the Ararat Representatives Meeting.

Note A- Ararat Representatives Meeting's approved strategic plan shall remain in force, unless otherwise modified by said meeting.

Section 2. The Committee's plan must be implemented by the Ararat Board. The Committee will serve in an advisory role during the implementation.

Section 3 - Both Ararat Board and the Committee must present their separate reports on the progress of the strategic plan at the Ararat Representatives Meeting.

Section 4. The Committee may consist of 5, 7 or 9 members. The Ararat Board will have a representative as a liaison.

Section 5. The members of the Committee are elected for a one-year term and function in collaboration with the Ararat Board.

C. AUDITING AND ARCHIVES COMMITTEES

Section 1. The duties of the audit committee are:

- a) Audit the accounts of Ararat least once every six months.
- b) Present during the year, audited financial statements to the Ararat Board and the same to the Ararat Representative Meeting at the end of the Ararat Board's term.
- c) Make observations about accounting procedures and corrective suggestions to Ararat Board during the term, and if those suggestions were not implemented will be reported to the Ararat Representative Meeting.

Section 2. The report presented by the auditing committee must include the budget approved by previous Ararat Representatives Meeting, as well as comparison and actual financial activities of the chapter with the budget.

Section 3. The auditing committee also examines Ararat's properties, estates, debts and receivables.

Section 4. The Ararat Board may, at any time, request that the auditing committee audit Ararat's accounts.

Section 5. One month prior to the Ararat Representatives Meeting, the Archives Committee must review and document its findings regarding the archives, including minutes, records, correspondence, documents, and other materials maintained by the Board. The committee is then responsible for reporting these findings to the Ararat Representatives Meeting.

ARTICLE 15 RECEIPT AND DISBURSEMENT OF FUNDS

Section 1. Receipt of Funds

The organization shall receive all monies and/or other properties transferred to it for the purposes of the organization (as shown by the Articles of Incorporation as amended to date). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the organization as shown by said Articles.

Section 2. Disbursement of Funds

The organization shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this organization.

Section 3. Sources Of Funding

- a. The sources of income for the organization include yearly membership dues, membership enrollment fees, income from events and competitions, gifts, fundraising, trusts, and various permanent sources of funds.
- b. Ararat Board is forbidden from using the resources of the organization for commercial benefit for the organization. Exceptions may be made with the approval of Ararat Representatives Meeting that has jurisdiction over the Board.
- c. Ararat Board cannot lend funds to any individual (member or not) or organizations.
- d. Ararat Boards may receive loans or mortgage their property only with the approval of the Ararat Representatives Meeting.

Section 4. Accounting

- a) Ararat must issue corresponding receipts for all funds it receives.

- b) Ararat Board must keep its accounts in accordance with accounting principles.
- c) It is forbidden to use any restricted fund for purposes other than those for which they were earmarked.

Section 5. Property And Estates

- a) Ararat Board must have an inventory of its properties, all of which must be indexed and appropriately detailed.
- b) All real estate and immovable properties (athletic venues, gymnasiums, clubs, etc), must be registered with the relevant governmental agencies under the name of Homenetmen Glendale Ararat.
- c) Properties may be purchased and/or sold with the approval of the Ararat Representatives Meeting.
- d) If Ararat is dissolved by the approval Ararat Representatives Meeting, all its movable and immovable properties and rights are transferred to the non-profit organization

ARTICLE 16 ADDITIONAL PROVISIONS

Section 1. Authority of Officers and Agents

The Board, except as the Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter any contract or execute any instrument in the name of and on behalf of the organization. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the Board, and except as in this Section hereinabove provided, no officer, agent or employee shall have any power or authority to bind the organization by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 2. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 3. Instruments in Writing

All checks, drafts, demands for money and notes of the organization, and all written contracts of the organization shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate.

Section 4. Maintenance of Records

This organization shall keep at its principal office:

(a) An original or a copy of the Articles of Incorporation, Bylaws and Rules amended to date.

(b) Adequate and correct books and records of account.

(c) Minutes of the proceedings of its members, Board and committees of the Board, including detailed records of discussions, actions taken, resolutions passed, and any votes conducted during these meetings. and

(d) A record of its members giving their names and addresses, and the history of membership and the type of membership they have held.

ARTICLE 17 POLICIES AND PROCEDURES MANUAL

Section 1. The Ararat Board shall develop, update, maintain and distribute a Policies & Procedures Manual. This manual will include practices, processes, and standards for how work is expected to be performed in Ararat.

Section 2. The Ararat Board must train all its employees and leaders on the Ararat Policies & Procedures, Ararat Bylaws and Rules. The staff and leaders should sign a form indicating that they have read and understood the content. The Ararat Board should provide every employee/staff and leader a copy of the manual.

ARTICLE 18 BYLAWS AND RULES

Section 1. Amendments. These Bylaws and /or Rules may be amended or repealed by the approval of the Ararat Representatives Meeting and the certification of the Ararat Board.

Section 2. This organization shall keep at its principal office the original or a copy of its Articles of Incorporation, Bylaws and Rules amended to date.

Section 3. The changes in the Ararat Bylaws and Rules can only be approved by a two-thirds (2/3) vote of representatives at the Ararat Representatives Meeting.

Section 4. All proposed amendments to the Ararat Bylaws and/or Rules should be provided by the Ararat Board, in writing, to Division members, at least 10 days prior to the Division Membership Meetings for review and discussion at said Meetings.

Section 5. The newly amended Ararat Bylaws and /or Rules shall become effective immediately upon its adoption at the Ararat Representatives Meeting.

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of HOMENETMEN GLENDALE ARARAT, does hereby certify that the above Bylaws are, as of the date of this certification, the adopted and existing Bylaws of this corporation.

DATED: _____

Talin Mardirosian, Secretary

Rules
Of
Homenetmen Glendale Ararat

Version 5.0
10/1/25

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ARTICLE 1 MEMBERSHIP OBLIGATIONS AND TRANSFERS

Section 1. Membership Obligations

- a) **Compliance with Organizational Governance:** Members must adhere to the organization's bylaws, policies, and decisions made during official meetings, including those of Ararat Board and the Division Executive committees.
- b) **Financial Responsibilities:** Members are required to pay all membership dues and any additional fees or assessments in a timely manner, as determined by the organization.
- c) **Active Participation:** Members should regularly attend scheduled meetings and actively engage in the organization's activities to support its mission.
- d) **Support for Organizational Integrity:** Members must refrain from actions that undermine or sabotage the efforts of the organization and its executive entities.

Section 2. Transfers

Ararat may accept transferring members from or to other regions or Homenetmen chapters. Members seeking to transfer to Ararat must present an official transfer document and obtain approval from the Ararat Board.

Members seeking to transfer out of Ararat must present an official transfer document and obtain approval from the Ararat Board.

Section 3. Membership Restrictions

A member may not simultaneously be part of two Homenetmen Ararat bodies or committees that have jurisdiction over one another.

ARTICLE 2 BOARD LIAISONS

Section 1. Duties of Ararat Board Members as Division Liaisons

Board Liaisons to Division Executive Committees have the following responsibilities:

- a) Support effective two-way communication.
- b) Provide guidance and support.
- c) Facilitate reporting and approval requests.

- d) Address issues and propose solutions.
- e) Identify volunteer opportunities.
- f) Promote Division success.
- g) Support the implementation of the Strategic plan

Section 2. Liaisons do not have decision-making authority over Division activities

ARTICLE 3 NON-FINANCIAL CONFLICT OF INTEREST

Section_1. A non-financial conflict of interest within Homenetmen Glendale Ararat is defined as any situation when a board or committee member's personal or professional affiliations, relationships, or volunteer roles or interests may unduly influence their decision-making or actions within the organization, notwithstanding the absence of financial gain or loss. Non-financial conflict of interests are:

A. Personal Relationships: Board or Committee members may have personal relationships, including familial or close friendships, with individuals or entities that have a vested interest in the organization's activities or decisions, potentially affecting their objectivity.

B. Professional Affiliations: Board or Committee members may hold professional affiliations with organizations, businesses, or individuals whose interests' conflict with those of Ararat, possibly prioritizing their interests over the organization's.

C.- Volunteer/Member Relationships: Conflicts may arise for board or committee members who hold lower volunteer positions or are active members within the organization. This situation can impact decisions regarding resource allocation, planning, policy development, or other matters as the individual may need to navigate between their responsibilities in the higher governing body and their roles in lower positions within the organization.

D. Employment Interests: Employment outside the organization, particularly with competitors or entities interacting with Ararat, may conflict with a board or committee member's responsibilities.

Section 2. Conflict of Interest Management

Disclosure of Non-Financial/Financial Conflicts -Board or Committee members must promptly and fully disclose any potential non-financial/financial conflicts of interest to the Board or Committee.

Conflict Discussion and Resolution - Upon disclosure, the Board or the Committee, led by the chair, shall discuss the potential conflict to determine if recusal is necessary to maintain organizational integrity and fair decision-making, considering factors such as the conflict's severity and its impact on objectivity.

Section 3. Recusal Procedure

If recusal is deemed necessary, the conflicted member must abstain from discussions and voting related to the matter. This involves leaving the meeting room during relevant discussions and refraining from voting on associated motions.

If the Board or Division Executive Committee member holds a lower active volunteer role or title within a subject division or subcommittee, they should consider recusal from discussions or decisions that may impact their role in the lower position, ensuring impartiality and avoiding potential conflicts of interest.

Section 4. Handling Refusal to Recuse

If a board or committee member refuses to recuse despite persuasion, the Board/Committee shall take the following steps:

1. Facilitate open discussions on the refusal, emphasizing the organization's conflict management policies.
2. Seek legal counsel if needed, to ensure compliance with legal requirements and bylaws.
3. If informal discussions fail to resolve the issue, call for a formal vote by the board or committee members present, excluding the conflicted member, to determine whether recusal is required.
4. Consider potential consequences of refusal and maintain transparency by documenting all actions in board or committee minutes.
5. If the majority vote determines that recusal is necessary, firmly communicate and enforce the decision to the conflicted member, emphasizing the board's or committee's obligation to uphold organizational integrity and fairness.
6. The Board or Committee shall proceed with their meeting, excluding the conflicted member from discussions and voting on the specific agenda item(s) affected by the conflict of interest. This ensures that the decision-making process remains fair, impartial, and in the best interests of the organization

ARTICLE 4 EMPLOYMENT, ROLES, AND ACCOUNTABILITY OF PAID STAFF

Section 1. The Ararat Board and Division Executive Committees can have paid staff who provide assistance/support to the Board or the Executive Committees. They can attend Board or Executive Committee meetings only in an advisory capacity.

Note A- Ararat Board staff can attend the Ararat Representatives Meeting only in an advisory capacity.

Note B- Division Executive Committee staff can attend Division Membership Meetings only in an advisory capacity.

Section 2. All job descriptions should be reviewed by the Ararat Board, Bylaws Committee and certified HR consultant prior to implementation to ensure clarification of accountabilities, reduction of potential conflicts and compliance with Homenetmen Ararat Bylaws. Final decision is made by the Ararat Board.

Section 3. If staff's work is related to a Division, the staff is functionally accountable to that Division's Executive Committee.

Note A- Functional Accountability - Is the accountability of employees according to the function-specific tasks they perform.

- For example, within the accounting function, a paid accountant with distinct responsibilities and accountability for accounting tasks reports to the Treasurer.
- For example, an athletic division director who performs function-specific tasks (ie, athletic division related tasks) is accountable to the Division Executive Committee

Section 4. All Staff are administratively accountable to the Executive Director.

Note A- Administrative Accountability - Is the accountability of Ararat employees to the Executive Director for compliance with Ararat's HR guidelines, usage of Ararat Process & Procedures Manual, meeting organization's overall goals, employee benefits, payroll, hiring processes and career development opportunities.

Section 5. Staff does not make decisions for members unless tasked/authorized by Division Executive Committees. Staff can only make recommendations to Division Executive Committees regarding members.

Section 6. Non-Division staff can only make recommendations to the Ararat Executive Director.

Section 7. Ararat Board, Executive Director and Division Executive Committee collectively conduct the selection and the interview process. The Ararat Board has the final decision on hiring or termination of staff.

Section 8. The annual evaluation of the work performed by Division employees is carried out together with the Executive Director and the Division Executive Committees.

Section 9. Paid staff can participate in annual Division Membership Meetings without any voting power and cannot be elected as a Division Executive Committee member, Ararat Board member or as a Division Representative.

Section 10. Paid Staff cannot be a permanent coach in the same division.

Section 11. Ararat Board shall consult with certified Human Resource (HR) specialists to seek guidance on employee hiring, training, certification, termination, compliance, and other HR related issues.

ARTICLE 5 FORMATION, OVERSIGHT AND DISSOLUTION OF DIVISIONS

Section 1. Ararat members can initiate the formation of a new Division if they can secure a minimum of 1/3 of the Ararat Representatives support for it. The Ararat Board presents the proposal at the Ararat Representatives Meeting for a vote. A vote of those present at the Ararat Representatives Meeting is required for the establishment of a new Division.

Note A: The proposal for the new Division which is presented to Ararat Representatives Meeting must include all the necessary justifications including but not limited to; division name, program description, objectives, targeted age/gender, operations, finances, human resource requirements, short- and long-term goals, etc.

Section 2. The Ararat Board can initiate the creation of a new Division. A two-thirds vote of those present at the Ararat Representatives Meeting is required for the establishment of a new Division.

Section 3. The Ararat Board assesses the formation of a new division based on the following criteria.

- (a) it represents an active and functionally unitary interest of a group of members,
- (b) their proposed objectives fall within the scope of those specified in Ararat's Bylaws
- (c) their membership is not restricted on any basis other than interest and qualifications and
- (d) the establishment of any new Division is not detrimental to the welfare of any other Division already established.
- (e) it offers a sustainable program and has the potential to be financially self-sufficient and viable in the long run

Section 4. Divisions must comply with all Ararat Bylaws, rules, and current policies.

Section 5. Any Division Executive Committee can appoint subcommittees and adopt rules and procedures for the conduct of its activities within the framework of Ararat Bylaws.

Section 6. Ararat Board may adopt appropriate sanctions when a Division fails to comply with bylaws, rules or policies of the Ararat's Bylaws.

Section 7. Ararat Board can propose the dissolution of a Division at the Ararat Representatives Meetings when there is substantial drop of membership, lack of activity, absence of elected leadership, or other reasons. A two-thirds vote of those present at a Ararat Representatives Meeting is required to approve to dissolve the Division.

Section 8. Before the dissolution of a division is proposed to the Ararat Representatives Meeting, the reasons for sanctions or dissolution shall be stated in writing to the membership of the Division through the Division Executive Committee. The Division membership shall be given a full opportunity to discuss and clarify Ararat Board's intentions.

Section 9. The Ararat Board can cease the total activities of a division on a temporary basis if the division does not meet Ararat Board's expectations on participation levels, meeting attendance, service quality, insufficient leadership, or other reasons.

Note A. the temporary cessation of Division activities does not include the holding of the division membership meetings.

ARTICLE 6 TRANSITION OF LEADERSHIP BODIES

Section 1. After the election of a new Ararat Board or a Division Executive Committee, the outgoing body shall ensure a comprehensive and seamless transition.

Section 2. After the election of the officers of the Board or the officers of the Division Executive Committee, within 15 days of the new body's election, the outgoing body shall prepare to hand over the following to the incoming body:

- a. Details of all ongoing initiatives, projects, events and their status
- b. Financial statements, accounts, audit reports from the previous term
- c. Minutes of all meetings conducted during the outgoing body's tenure
- d. An inventory of all physical assets, properties and organizational records/documents
- e. Access to online accounts, websites, databases and digital assets
- f. Transfer of bank account operating signatures and authorities
- g. Contact information for key stakeholders, vendors and partners
- h. Pending issues, grievances or disputes requiring resolution
- i. All ongoing training and orientation programs
- j. Existing Bylaws, Ararat Strategic Plan, and Policies & Procedures booklet
- k. Any other operational documentation as may be requested by incoming body

Section 3. The outgoing body shall call for the first transition meeting of the new elected body within 15 days, during which the transition items listed above shall be formally handed over to the incoming body.

Section 4. The outgoing body members shall remain available for a period of 30 days after the transition to ensure continuity, resolve any pending matters, and provide guidance or clarifications, as needed to the new body.

Section 5. The incoming body's assumption of leadership shall be publicly communicated through appropriate channels to all members.

ARTICLE 7 BOARD APPOINTED COMMITTEES

A. HONORARY MEMBER COMMITTEE

Section 1. Honorary membership may be conferred upon any eligible member by the favorable vote of at least two-thirds of the Ararat Board members.

Section 2. Honorary members shall be exempt from all membership dues.

Section 3. To be eligible for Honorary Membership, a member's volunteer activities and significant contributions shall be consistent with the mission of Homenetmen, shall have a long- lasting, active, and impactful involvement in Homenetmen Glendale Ararat.

Section 4. The Honorary Members awards are not necessarily given each year, but more than one such honor may be awarded in any given year.

Section 5. Ararat Board appoints a Nominating Committee, comprised of a diverse group of members with a balanced consideration of their age, gender, membership years and leadership experience. This committee will:

- a) Elect a chairman and a secretary
- b) Review the nomination and selection criteria
- c) Nominate a minimum of three members to Ararat Board
- d) Advise the Ararat Board on candidates and the selection criteria.
- e) Maintain the list of candidates for future consideration

B. IT COMMITTEE

Section 1. The Ararat Board member IT liaison to the IT Committee is to provide guidance and expertise on matters related to Ararat IT infrastructure, technology strategy, cybersecurity, data management and digital transformation to Board and IT Committee and maintains a two-way communication between the Committee and the Ararat Board.

Section 2. The IT Committee shall be formed by the Ararat Board. The Committee will have its Chair and the secretary. The Committee will provide recommendations to Ararat.

C. CENTER MANAGEMENT COMMITTEE

Section 1. The Center Management Committee (CMC) is established to oversee the management, maintenance, and operation of the organization's facilities, under the delegated authority of the Ararat Board.

Section 2. The CMC is appointed for a one-year term. It shall consist of at least five members, including the Executive Director and the Operations Manager. Additional members shall be appointed by the Board. Committee members must have relevant expertise in areas such as facility management, operations, construction, technology, finance, or risk management.

Section 3. The Executive Director serves as the liaison between the CMC and the Executive Board, ensuring effective communication of the committee's recommendations, updates, and reports. The Executive Director also provides guidance and support to ensure that committee activities align with the organization's policies, goals, and strategic initiatives. This includes clarifying policies, providing necessary resources, and helping address challenges.

Section 4. CMC has the following responsibilities:

- Develop and oversee an annual budget for the operations and maintenance of the facilities, subject to approval by the Ararat Representative Meeting.
- Develop and implement policies and procedures for the use of the facilities.

- Monitor and evaluate the effectiveness of facility maintenance and report findings.
- Oversee maintenance and repairs, ensuring compliance with safety regulations and building codes.
- Approve contracts related to facility maintenance and operations within predefined spending limits.
- Review facility rental contracts to ensure terms are clear, legal, and enforceable, including provisions for renters' responsibilities regarding maintenance and restoration.
- Manage the use of the facility's image, logos, and banners to ensure appropriate representation during filming or events.
- Propose and oversee property-related grants for repair and maintenance, with grant acquisition under the Executive Board's purview.
- Propose and secure financial or fundraising opportunities for facility-related expenses.
- Coordinate activities with other divisions, committees, and staff members to prevent conflicts or duplication.

Section 5. The Committee shall elect a Chairperson, Secretary, and Treasurer. Meetings shall be documented, and decisions must adhere to the Board's final authority over facilities and budgets.

Section 6. The CMC shall submit an annual activity and financial report, along with a proposed budget for the following year, to the Executive Board.

Section 7. All CMC members are subject to the organization's conflict of interest policy. Any potential conflicts must be disclosed, and the member must recuse themselves from related discussions and decisions.

D. HERITAGE CENTER COMMITTEE

Section 1. The purpose of the Heritage Center is to preserve, promote, and celebrate the heritage and history of Homenetmen Glendale Ararat through physical exhibits, artifacts, and digital documents.

Section 2. The Ararat Board shall appoint 3, 5, or 7 qualified members to the Glendale Ararat Heritage Center Committee for a one-year term, coinciding with the Ararat Board's term.

Section 3. The Ararat Executive Director's office shall serve as the Committee's liaison with the Ararat Board.

Section 4. Committee Responsibilities

1. Renew and manage center exhibits and digital content.
2. Preserve historical documents, publications, photographs, digital content, memorabilia, and artifacts.
3. Conduct educational presentations.
4. Create a promotional platform for community engagement.
5. Recognize significant volunteers and leaders and their contributions.
6. Conduct research and develop archives.
7. Manage or recommend physical improvements or expansions to the Center's facilities.

Section 5. Historian

1. The Ararat Board shall appoint a qualified member to the Heritage Center Committee as the Ararat Historian for a one-year term, with the possibility of reappointment.
2. The Historian's responsibilities include:
 - a. Identifying, collecting, cataloging, and preserving all Ararat-related events, printed materials, and items bearing Ararat logos.
 - b. Maintaining comprehensive histories of divisions, standing committees, and the Board.
 - c. Providing an online portal for member access for archival data
 - d. Establishing systematic processes for the preservation of Ararat history.
 - e. Leading educational programs to pass on Ararat's history and legacy to future generations.
3. The Historian shall work collaboratively with the Committee to fulfill the overall responsibilities of the Heritage Center, ensuring that:
 - a. The preservation efforts include the systematic collection, cataloging, and preservation
 - b. educational presentations and community engagement initiatives incorporate historical content curated by the Historian.
 - c. Research and archival development are supported by the Historian's expertise in identifying and cataloging historical materials.
 - d. The promotion of Ararat's heritage is enhanced by the Historian's creation of comprehensive histories and online access to historical data.
 - e. The Committee is informed on the progress of specific tasks and collaborate on broader Committee projects to ensure cohesion and comprehensive coverage of Ararat's heritage.

E. DATA MANAGERS COMMITTEE

Section 1. The Data Managers Committee shall be responsible for facilitating the collection, analysis, and usage of data to support the strategic growth and development of the organization. The committee will ensure that data analytics are utilized to improve decision-making processes, improve operations, and identify opportunities for program improvement, as well as for tracking performance, improving member engagement, and supporting long-term organizational goals

Section 2. Ararat Board shall establish a "Data Managers Committee" to ensure continuity and accuracy in electronic data management.

Section 3. The Committee shall comprise 1-3 members from the Board and each division who will serve a one-year term subject to reappointment by the Board.

Section 4. Committee should include employees of Ararat who are appointed by Ararat Board-

Section 5. Committee members should have basic experience or knowledge of information systems, Ararat's structure and policies to effectively manage, use and maintain the organizations or Division's membership related data.

Section 6. This Committee ensures that data management policies and procedures persist across successive Boards and Division Executive Committees, preventing any interruptions.

Section 7. A designated member of the Board shall serve as the "Data Manager," acting as the liaison between the Ararat Board and the Data Managers Committee.

Section 8. The Committee shall appoint a chairperson who will maintain communication with board members, particularly with the Board's designated Data Manager.

Section 9. Members of the Data Managers Committee shall be granted access by the Ararat Board to the organization's online system to maintain data and generate necessary reports.

Section 10. New committee members shall undergo training provided by existing members to ensure a broad understanding of operating and maintaining the online system within the committee.

F. DISCIPLINARY COMMITTEE

Section 1. Purpose

The Ararat Disciplinary Committee ("Committee") is a standing committee responsible for investigating disputes among members and/or Ararat, organizational rule violations, code of ethics violations, violations of Ararat Bylaws, Policies & Procedures. The Committee shall investigate all referred matters, gather facts, and make recommendations to the Ararat Board.

Section 2. Composition

The Ararat Board appoints the Committee, which must have 3, 5 or 7 members. The Committee members shall serve one-year terms and can be reappointed for up to two additional terms. In the event of a vacancy, the Ararat Board will appoint a new member to serve the remainder of the term.

Section 3. Eligibility

- a. Committee members must be at least 35 years old, have at least 10 years of membership, and be selected for their neutrality, impartiality, experience in conflict resolution, organizational and professional experience and positions held in the organization.
- b. Committee members cannot be members of Ararat Board, Division Executive Committee or any Board appointed Committee.

Section 4. Leadership

The Committee shall elect a chairperson from among its members. The chairperson shall schedule and conduct meetings and takes necessary actions to accomplish the duties requested by the Ararat Board.

Section 5. Records

The Chair of the Committee shall designate a Committee Secretary or an administrative staff member as the Record keeper. This person is responsible for:

- Collecting and organizing all documents and evidence submitted.
- Taking and maintaining minutes during hearings.

- Ensuring the secure storage of all records.
- Facilitating authorized access to the records when required

Section 6. Conflict of Interest

Committee members must not participate in hearings or recommendations where they have a personal interest. Committee members must disclose any potential conflicts of interest to the Chair or other board members, who will determine if recusal is required.

PROCEDURE

Section 7. Process

The Ararat Board must refer matters to the Committee in writing within 15 days of becoming aware of the dispute, violation, or issue. The referral must include a detailed description of the alleged dispute, violation, or issue including supporting documentation.

Section 8. Notification of Hearing

Within seven (7) days of receiving the written referral, the Chair of the Committee shall set a hearing date and notify all parties. The notice shall include the time, place, date, and purpose of the hearing, and inform parties that the hearing may proceed in their absence.

HEARING PROCEDURE

Section 9. Resolution by Consent

Any case within the committee's scope can be resolved at any time before the Committee makes its recommendation if all parties agree in writing. The Committee will formally approve the agreement if it aligns with Ararat Board policies.

Section 10. Evidence Submission

All parties must submit their evidence, witness lists, and supporting documentation to the Committee at least 10 days before the hearing date.

Section 11. Representation and Evidence

Parties to a hearing may:

- Have a representative
- Call and question witnesses
- Conduct cross-examinations
- Submit written documents
- Present arguments

Section 12. Confidentiality

Hearings are private unless the Chair orders otherwise for good reason. Witnesses must leave after testifying. All reasonable efforts shall be made to maintain confidentiality and preserve the privacy of the parties.

Section 13. Hearing Proceedings

During the hearing, the Committee shall:

- Confirm that the case falls within committee's scope of authority,
- Ensure all documents are submitted properly,
- Allow parties to present their cases,
- Accept relevant and reliable evidence.

COMMITTEE RECOMMENDATION

Section 14. The recommendations of the Disciplinary Committee to the Ararat Board should be based on the following factors:

- Findings of the Investigation
- Severity of the Offense
- Past Behavior and Disciplinary Record
- Impact on the Organization
- Consistency and Fairness Compared to Past Cases
- Organizational Rules, Policies and Procedures
- Organizational Mission and Values
- Implementation Feasibility

Section 15. Committee decisions shall be made by a simple majority vote. Any dissenting opinions must be included in the written recommendation to the Ararat Board.

Section 16. The Committee shall provide its recommendation in writing to the Ararat Board no later than ten (10) days after the end of the hearings.

APPEALS

Section 17. Right to Appeal: Any member who disagrees with a decision of the Ararat Board based on the Committee's recommendation has the right to appeal. Appeals must follow the procedures stated in the Bylaws.

ARTICLE 8 DISCIPLINARY

Section 1. Members of HOMENETMEN Ararat are considered to have breached discipline if:

- a) They are found to be in contravention to the organization's rules and the decisions of the organization's representatives meetings.
- b) They refuse to submit to the decisions of Ararat Board.
- c) They do not pay their membership dues.
- d) They are regularly absent from scheduled meetings.
- e) They actively undermine or sabotage the efforts of the organization's executive entities.
- f) They initiate public petitions to solve issues unconstitutionally.
- g) They appropriate funds or property belonging to the organization.

Note – criticism of the organization's leadership and its activities is only permissible during appropriate meetings.

Section 2. Punishments for breaches of discipline include –

- a) Verbal warnings
- b) Reprimand
- c) Suspension of voting rights
- d) Suspension of the right to elect or be elected
- e) Suspension from the organization
- f) Dismissal from the organization
- g) Expulsion from the organization

Section 3. In terms of breaches of discipline, members are accountable before whatever Board they have committed the infractions against.

Section 4. In all cases, before punishment decisions are made, the members must be given the right to defend themselves.

Section 5. All decisions to impose punishment on members must receive a two-thirds majority of votes.

Section 6. All disciplinary decisions made by Ararat Boards and meetings are final, unless there is an appeal.

Notes:

- a) A member accused of an infraction, loses the privilege of having a disciplinary decision appealed if he or she protests the decision in a public forum or newspapers.
- b) The member's written request for an appeal is presented to the Board or meeting through the Board or the meeting that has imposed the disciplinary decision.
- c) Decisions to rescind disciplinary action must be taken by a two-thirds majority of votes.

Section 7. Disciplinary decisions may be appealed for up to two months from the date these decisions were communicated to affected members. Appeals may be examined directly by the Board or meeting to which appeal requests are addressed, or by a disciplinary committee organized by that Board or meeting.

Section 8. Members who are frequently absent from meetings are first warned verbally, and then reprimanded if their conduct does not change.

Section 9. A member who does not pay his or her membership dues for one year loses the right to elect or be elected privileges. A member who does not pay membership dues for three consecutive years, his or her membership seizes from the organization.

Section 10. Members who refuse to obey the bylaws, disobey Boards' instructions, illegally criticize, produce petitions are suspended by appropriate Boards or meetings.

Note –

- a) A suspended member is temporarily considered to be a non-member, hence will not participate in general meetings or be a member of committees or Board.
- b) Suspensions will not exceed one year in duration.
- c) At the conclusion of a suspension period, the member regains all membership rights and privileges.

Section 11. Suspended members are not exempt from their financial obligations toward the organization.

Section 12. Members who receive multiple disciplinary actions, misappropriate the organization's funds or property, or breach the organization's Bylaws or Rules must be dismissed. In extreme cases, members may be expelled.

Note: A dismissed member may, after two years from the date of dismissal, submit a written application for re-enrollment to the body or meeting that issued the dismissal. It is the prerogative of that body or meeting to decide whether or not to accept the member's re-enrollment.

ARTICLE 9

DOCUMENT RETENTION AND VERSION CONTROL

Section 1. The Ararat Board should develop a set of policies specifying the criteria for retention, protection, and eligibility for destruction of important documents (hardcopy, online or other media). The policy should ensure that documents are promptly provided to authorities during legal investigations or lawsuits.

Section 2. The Document Retention Policy shall be reviewed periodically by the Ararat Board and the IT Committee to ensure its continued appropriateness and effectiveness. Any amendments to this policy shall be made in accordance with the Ararat's Bylaws and applicable legal requirements.

Section 3. Ararat shall maintain a robust version control system to ensure the integrity and accuracy of its documents, policies, record, procedures, contracts, software, and intellectual property.

Section 4. Ararat shall designate a staff member responsible for overseeing the version control system and ensuring compliance with the policy.

ARTICLE 10 INTELLECTUAL PROPERTY

Section 1. Ararat can produce and/or own intellectual property in many forms including, but not limited to, organization and event names, logos, instructional materials, posters, flyers, brochures, songs, videos, memorabilia, photos, websites, software, donor and membership lists, and social media sites.

Ownership of Intellectual Property

Section 2. All intellectual property created or developed by employees, contractors, or agents of Ararat in the course of their duties and within the scope of their employment shall be the exclusive property of the organization.

Section 3. Volunteer members own the copyright to their original creations unless there are specific agreements stating otherwise or they are created in the course their volunteer duties. Ararat should obtain written permissions or licenses specifying the scope and duration of usage, consider whether exclusive or non-exclusive licenses are necessary.

Section 4. Ownership of intellectual property shall be governed by written agreements between Ararat and the creator, clearly specifying the terms of ownership and use.

Protection and Enforcement

Section 5. Ararat shall take reasonable steps to protect its intellectual property, including patents, trademarks, copyrights, and trade secrets.

Section 6. Unauthorized use, disclosure, or infringement of the Ararat's intellectual property shall be subject to legal action as permitted by applicable laws and regulations.

Licensing and Use

Section 7. Ararat may grant licenses for the use of its intellectual property under terms and conditions determined by Ararat Board.

Section 8. Licensing agreements shall specify the rights and limitations of the licensee and may include provisions for royalties or compensation.

Compliance with Applicable Laws

Section 9. Ararat shall comply with all relevant intellectual property laws and regulations governing its jurisdiction.

Section 10. Employees, contractors, members, and agents of Ararat shall be informed of and expected to adhere to the organization's intellectual property policies and relevant legal obligations.

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of HOMENETMEN GLENDALE ARARAT, does hereby certify that the above Rules are, as of the date of this certification, the adopted and existing Rules of this corporation.

DATED: _____

Talin Mardirosian, Secretary