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3/12/16
Amended effective 1/1/22

**ARMENIAN ASSEMBLY OF AMERICA, INC.
AMENDED AND RESTATED BY-LAWS**

SECTION 1. EFFECT, NAME, PURPOSES, POLICY AND RELATED MATTERS

1.1 General. These By-Laws shall become effective as of January 1, 2022. All prior constitutions and By-Laws, whether adopted or proposed, shall be of no further force or effect.

1.2 Name and Purpose. The Corporation may conduct its programs and activities under the name of the Corporation and may also do so under the names "Armenian Assembly of America" and "Armenian Assembly of America Relief Fund." The Corporation is organized exclusively for charitable and educational purposes, including (without limitation): (1) providing aid, relief, and humanitarian assistance to alleviate human suffering in Armenia and for Armenians world-wide; and (2) educating the public about Armenian culture, history, human rights, and other issues of concern to the Armenian-American community.

1.3 Policy. The Corporation shall ever be mindful of the pluralistic character of the Armenian-American community, the worth of its institutions and organizations, and the obligations of the Armenian-American community to the United States of America and its democratic traditions.

1.4 Location. The principal office of the Corporation shall be located in the District of Columbia Metropolitan area. The Trustees, by two-thirds vote, may change the location of the principal office from time to time to any other place within the United States of America. The Board of Trustees, by majority vote, may open and operate other offices of the Corporation in the United States and abroad.

1.5 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the Trustees, end on December 31 in each year.

1.6 Budget. Commencing for the fiscal year starting January 1, 2023, the Corporation shall begin to transition to approval of a budget one year in advance and complete that transition by the fiscal year starting January 1, 2027. The annual budget for 2027 and thereafter shall be approved and funded one year in advance, unless the Board of Trustees finds special circumstances by a two-thirds vote to suspend this requirement.

SECTION 2. TRUSTEES

2.1 Members. The Members of the Corporation shall be referred to as "Trustees" and shall have all the powers provided herein.

2.2 Number, Classification and Election. Additional Trustees may be elected at any time by vote of a majority of the Trustees then in office, at a meeting, or through a process approved by the Trustees. Persons may be elected as Life Trustees, Trustees, Associate Trustees or Fellow Trustees. The Trustees shall be comprised of the Life Trustees, Trustees, Associate Trustees and Fellow Trustees.

2.3 Initial Trustees. The initial Trustees shall be the Trustees of the Corporation serving as such as of the date of the adoption of these By-Laws. The term of office of an initial Trustee shall expire at the end of any fiscal year during which such Trustee shall not have fulfilled the Financial Requirement hereinafter prescribed.

2.4 Financial Requirement. It shall be a condition precedent to the election of a Life Trustee, Trustee, Associate Trustee and Fellow Trustee that he or she pledge to meet the Financial Requirement applicable to his or her respective classification. His or her term of office shall expire as of the end of any fiscal year in which such Trustee shall not have fulfilled his or her applicable Financial Requirement. The "Financial Requirement" for a Trustee, Fellow Trustee and Associate Trustee shall be to contribute to the Corporation in the aggregate annually at least the following sums, respectively:

Life Trustee	\$200,000
Trustee	\$20,000
Associate Trustee	\$ 5,000
Fellow Trustee	\$ 1,000

Such Financial Requirement with respect to each classification may, upon vote of a majority of the Trustees without the necessity of amending these By-Laws, be increased prospectively. Beginning for the year 2025, and every three years thereafter, at a minimum, the Trustees should review the Financial Requirements for each classification and make such changes as they deem appropriate.

The Financial Requirement for a Life Trustee shall be a pledge by such person or by an entity designating such person of a contribution of not less than \$200,000 to the Corporation to be held as an endowment fund, such pledge to be payable within such reasonable period as the Trustees deem appropriate. A Life Trustee may be elected as such upon the making of such a pledge but his or her term in office as a Life Trustee shall end if (i) such pledge is not fulfilled or if (ii) there is not remitted to the Corporation by the end of each succeeding fiscal year of the Corporation, for its endowment

fund or its general funds or both, at least a sum equal to the Financial Requirement for a Trustee. The Trustees may in any specific instances extend the time for payment of any Financial Requirements.

2.5 Quorum. Persons representing one-third of the aggregate eligible votes shall constitute a quorum at any meeting of the Trustees duly called.

2.6 Action by Vote. Unless otherwise provided herein or in the Articles of Incorporation, all questions shall be decided by the majority affirmative vote of the Trustees present at any meeting. The formula for voting shall be as follows: Votes shall be in \$1,000 increments, with 1 vote per \$1,000 increment, without application of fractions for payments in less than \$1,000 increments, contributed for the year prior to the annual meeting of the Trustees. Fully paid Life Trustees shall be entitled to 20 votes per meeting. There shall be a limit of 20 votes per donor, including Life Trustees.

2.7 Action by Writing. Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if a majority (or such larger number if so specified in these By-Laws) of the aggregate of the Trustees consent to the action in writing and the written consents are filed with the records of meetings of Trustees. Such consents shall be treated for all purposes as votes at a meeting.

2.8 Powers and Duties. The Trustees shall meet from time to time and not less than once every two years, shall review the Corporation's funds and investments, as well as the audit reports of the Corporation, shall vote to approve or reject (with or without cause) one or more nominees elected to the Board of Trustees in the year preceding the annual meeting, shall review the programs and affairs of the Corporation, and shall generally have and exercise all powers of the Trustees except such powers as are expressly prohibited to it by law or by these By-Laws, at all times in furtherance of the policy and purposes of the Corporation. Without limiting the generality of the foregoing, they shall elect meeting officers, (if officers of the Board of Trustees are unable to fulfill their functions at any meeting), examine the budget approved and managed by the Board of Trustees, and to the extent approved, provide assistance in allocating funds necessary to carry out the programs reflected therein.

2.9. Appointments. The Trustees may from time-to-time designate certain persons or groups of persons as benefactors, contributors, advisors, friends, or otherwise of the Corporation or with such other titles, upon such terms, for such periods and with such qualifications as they may deem appropriate. Such persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting of the Trustees, shall not be considered for the purposes of establishing a quorum, and shall have only such rights or responsibilities as the Board of Trustees may designate from time to time.

2.10 Meetings. Meetings of the Trustees may be held at such places and at such times as the Board of Trustees may determine. Special meetings of the Trustees may be held at any time and at any place when called by the Chairman of the Board of Trustees or by one-fourth of the Trustees then in office. Reasonable notice of the time and place of all meetings shall be given to each Trustee. Notice of a meeting may be waived by any Trustee by written waiver executed before or after any such meeting, which waiver need not specify the purpose of such meeting.

2.11 Officers and Agents. Officers of the Board of Trustees shall serve as officers of the Trustees. A person may hold more than one office at the same time. If required by the Trustees, any officer, employee or staff member shall furnish such bond for the faithful performance of his duties with such surety or sureties as shall be satisfactory to the Trustees.

2.13 Duties of Meeting Officers. Each officer of the Board of Trustees shall have the duties usual to his office unless otherwise prescribed by the Board of Trustees and shall serve for such terms as prescribed by it. The Chairman shall preside at all meetings of the Trustees.

2.14 Resignation; Removal. Any Trustee may be removed for cause or without cause by vote of three-fourths of the Board of Trustees or may resign his or her office at any time. Unless sooner terminated, the term of office of a Trustee shall terminate in the event of his or her death or resignation. No Life Trustee may be removed without cause.

2.15 Life Trustees; Successors. A Life Trustee who pledged or contributed the Financial Requirement for a Life Trustee and any entity who made such contribution and designated a Life Trustee shall have the privilege from time to time of designating (and changing the designation of) one successor Life Trustee to succeed (for a term of the designee's life) the original Life Trustee upon the termination of his office. Such designation shall be in writing and filed with the Secretary of the Board of Trustees. Such successor shall be subject to the approval of the Board of Trustees. In the alternative, and in lieu of designating one successor Life Trustee as provided herein, a Life Trustee may designate his or her spouse to share the Life Trustee membership in which event each spouse shall be entitled to ten votes per meeting. Upon the death of one of the spouses, the survivor shall be the sole Life Trustee entitled to twenty votes per meeting. No successor Life Trustee shall be allowed if a Life Trustee selects this alternative method. Moreover, such alternative designation of a spouse by a Life Trustee shall be in writing and filed with the Secretary of the Board of Trustees.

2.16 Endowment Fund. The Corporation may from time to time establish, hold, invest and administer such endowment fund or funds to be collectively designated the "Armenian Assembly of America Endowment Fund," upon such terms and conditions as the Board of Trustees may from time to time deem advisable. Except as otherwise required under the Internal Revenue Code as amended, only the "net income" therefrom as hereafter defined shall be applied to the programs and activities of the Corporation and the principal of such funds shall be preserved. As used herein, "net income" shall mean net income as determined by sound accounting principles then generally applied. Any such endowment fund or funds may be given such designations as the Board of Trustees may from time to time determine, including, without implied limitation, a designation which will commemorate any donor or person, place, event or entity designated by any donor. The Corporation through its Board of Trustees may also permanently transfer all or a portion of the Endowment Fund to an independent legal entity to own and manage such funds separately from the Corporation's control, but with fiduciary duties to conduct all activities in accordance with the Endowment Fund's governing terms as set out here and with provisions that so long as there is "net income" and the principal exceeds the amounts donated, at least five percent (5%) of such "net income" annually will be distributed to the Corporation. Considering the role of Life Trustees in establishing the Endowment Fund, at least two members of any separate entity should be Life Trustees or Life Trustee designees.

SECTION 3. BOARD OF TRUSTEES

3.1 Composition and Election. The Board of Directors of the Corporation shall be known as the “Board of Trustees” or as the “Board.” The Board of Trustees shall be composed of not less than eleven and not more than twenty-two members. All Board members shall serve for four-year terms or until their successors are duly elected and qualified. Board members may serve for up to two (2) consecutive four-year terms. After at least a one-year break, a Board member may be elected again to serve for up to two consecutive four-year terms. Initially, the Corporation shall designate the Board members and one-half of them to serve two years and one-half to serve four years for initial terms, using an election process in accordance with the By-Laws in effect on December 1, 2005. If the number of the Board is not divisible by two, such division shall be rounded up or down so as to affect a staggering of terms as closely as practicable by one half. The successors of Board members shall be elected in accordance with Section 3.11 hereof. In case any Board member shall fail to complete his or her term, whether by reason of death, resignation, inability to serve or otherwise, his or her successor shall be elected to serve for the balance of such term. Only citizens or permanent residents of the United States shall be eligible to serve as Board members. The Board may designate certain individuals who have served for twenty years or more with “Emeritus” Board member or other honorific titles with rights to participate in meetings or otherwise.

3.2 Meetings. Meetings of the Board shall be held at such times and such places in the United States as the Executive Committee may from time to time determine. Special meetings of the Board may be held at any time and at any place within or outside the United States when called by the Chairman of the Board, by the Executive Committee or by one-fourth of the Board members then in office. Reasonable notice of the time and place of all meetings shall be given to each Board member in writing. Notice of any meeting may be waived by any Board member by written waiver executed before or after any such meeting and need not specify the purposes of the meeting. Whenever any law or By-Laws requires the vote or approval of a majority or more of the Board's total membership and such action or resolution has been approved at a noticed meeting, such majority may be obtained by polling all non-attending Board members in writing and securing their written approval. One or more Board members may participate in a Board meeting by means of conference telephone call or other means whereby all participating Board members can communicate with one another simultaneously. Participation in a meeting pursuant to this section shall constitute presence for the purpose of Section 3.4.

3.3 Quorum. A majority of the Board shall constitute a quorum at any meeting of the Board.

3.4 Action by Vote. Unless otherwise expressly provided in these By-Laws, all questions shall be decided by vote of a majority of the Board present at any meeting. At all times, the Board shall consider the policy statement in Section 1.3 hereof and shall endeavor to have matters resolved by consensus prior to any formal vote.

3.5 Action by Writing. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting upon the written consent by a majority of Board members, except that whenever a higher voting requirement is specified in these By-Laws, such written consent shall be effective upon meeting such higher requirement.

3.6 Removal of Board Members. A Board member may be removed with or without cause by the affirmative vote or written consent of three-fourths of the Board. A Board member may be removed only after notice and an opportunity to be heard.

3.7 Powers and Duties. The Board shall meet at least once yearly, elect officers, establish organization policies and priorities, manage and direct the activities and programs within the budget, approve a budget and generally have and exercise all powers provided by law and pursuant to these By-Laws which are not exclusively vested in the Trustees, at all times in furtherance of the policy and purposes of the Corporation.

3.8 Officers. The Board of Trustees shall have the following officers: a Chairperson (or Co-Chairs), Chairperson-elect (or Co-Chairs-elect (who should be elected at least one year prior to taking office as Chairperson or as Co-Chairs); a President, one or more Vice-Chairpersons, a Treasurer and a Secretary. The officers shall be elected annually by majority vote of the Board at any meeting. Except as otherwise provided herein or otherwise prescribed by the Board, the officers shall have the duties usual to their office. Board members may serve as officers and may be re-elected to successive annual terms as officers, provided however that no Board member may hold the office of Chairperson/Co-Chair, President, Treasurer (or the equivalent office) for more than three consecutive years without a one-year break. The Board members may also elect other officers from time to time including for the offices of Counselor and Solicitor from within or outside the Board.

3.9 Executive Committee. There shall be an Executive Committee comprised of the officers of the Board and such other Board members who are elected. The Board may from time to time enlarge the composition of the Executive Committee. A majority shall constitute a quorum at any meeting. The Executive Committee shall exercise such powers for such periods as the Board may from time to time determine.

3.10 Committees and Staff. The Board may organize, appoint and supervise one or more committees and constituent bodies and may delegate to them any or all of their powers. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as provided for in these By-Laws for the Board. The members of any committee shall remain in office at the pleasure of the Board. The Board may appoint or employ such executive and administrative officers and personnel, for such periods and for such compensation and with such authority as they may from time to time deem necessary or advisable for the proper management of the activities and affairs of the Corporation.

3.11 Election Procedure.

3.11 (a) The Board shall be elected from the Voting Members pursuant to the procedure set forth in Section 3.11(b) below.

3.11(b) Prior to each election of Board, the Board shall elect or appoint a nominating committee consisting of five members. The Nominating Committee shall determine the slate of nominees for the Board, at least one for each vacancy, by majority vote of all its members. Upon receipt of the slate of Board nominees, the Board of Trustees shall open the floor to additional nominations and may, by two-thirds vote, add any additional nominees proposed by the nominating

committee so that the number of nominees proposed to the Voting Members (without regard to write-in candidates) shall equal the number of Board vacancies to be filled unless the Board by two-thirds vote decides otherwise. Election by the Board shall require the affirmative vote of a majority of the Board present at any meeting. For terms commencing January 1, 2008, Board members shall be elected based on the Nominating Committee's slate and such other additional nominations as included by the Board, hereunder, by the Voting Members of the Corporation. For purposes of this section only, the term "Voting Members" shall include all Trustees, Associate Trustees, Fellow Trustees and Affiliates, who have donated \$100 or more to the Corporation for that year in addition to Life Trustees. Voting Members regardless of their status shall be entitled to only one vote. Ballots shall be sent by mail and no more than thirty days shall be allowed for submitting completed ballots. Nominees shall be restricted to Voting Members, and the materials included with each ballot shall include statements by the nominees in such length and other materials as prescribed by the Nominating Committee. Ballots shall be unsealed and tabulated at the next meeting of the Executive Committee or its designee, to which every Voting Member shall be entitled to attend. Elections shall be completed by December 1 of the year preceding each nominee's term, unless the Board extends the deadline because of special circumstances.

3.12 Affiliates. An Affiliate shall be any individual who subscribes to the aims and purposes of the Corporation and also contributes \$100 per year. An Affiliate shall have such powers as described in these By-Laws and any other powers as determined from time to time by the Board and by the Trustees.

SECTION 4. MISCELLANEOUS

4.1 Rules of Order. Robert's Rules of Order Revised shall govern in matters of parliamentary procedure not otherwise prescribed by law, the Articles of Association, or these By-Laws.

4.2 Amendments. With reasonable prior written notice, amendments to these By-Laws shall be approved by a two-thirds vote of the Board and of the Trustees. After 2022, amendments to these By-laws must be approved by the Board and the Trustees by two votes separated by at least twelve months, unless special circumstances apply as determined by a three-quarters vote of the Board and of the Trustees.

4.3 Prohibited Activities. Notwithstanding any other provision of these By-Laws, there shall not be carried on any activities or conduct not permitted to a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or any corresponding provision of any future United States Internal Revenue Law or (b) to a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any future United States Internal Revenue Law. No part of the net earnings shall inure to the benefit of, or be distributable to, the Trustees, Board members, Officers or others except that the Trustees shall be authorized and empowered, if they so elect, to pay to any of them reasonable compensation for service rendered and to make payments and distribution in furtherance of the purposes set forth in these By-Laws. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempt to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4.4 Dissolution. In the event this Corporation is terminated, all endowment funds shall be transferred to one or more corporations or entities designated as successors to the Armenian Assembly of America, or such one or more Eligible Institutions (as hereinafter defined) as one or more permanent endowment funds to support such Permissible Purposes (as hereinafter defined) or and upon such terms and conditions as three-fourths of the Trustees shall determine. As used herein, Eligible Institutions shall mean those accredited colleges and universities located in the United States which then have and maintain an endowed chair in any aspect of Armenian studies. Presently such Eligible Institutions are Clark University, Harvard University, Columbia University, The University of Pennsylvania, The University of California, Los Angeles, the University of Michigan and Tufts University. Permissible Purposes as used herein means the advancement of Armenian Studies in any one or more of its aspects by means of professorships, lectureships, fellowships, publication grants, research grants and research institutes, preferably, but not mandatorily with respect to contemporary history, culture or politics for any period not commencing prior to the 19th Century and/or programs for encouraging the participation by Armenian-Americans in the political system of the United States or fostering the ethnic awareness of Armenian-Americans, whether or not through student activities in such Eligible Institutions and/or the dissemination of information concerning Armenian history and culture.

4.5 Interpretation. Any ambiguity in these By-Laws or any question requiring interpretation of these By-Laws shall be resolved by the Board of Trustees, whose determination shall be binding and conclusive. Words importing the singular number include the plural and vice versa and words importing gender include the masculine, feminine and neutral genders.