

THE HELLENIC UNIVERSITY CLUB OF SOUTHERN CALIFORNIA
BY-LAWS, RULES AND REGULATIONS

Section 1.

Name and Objectives

- A. Name. The name of the corporation shall be HELLENIC UNIVERSITY CLUB OF SOUTHERN CALIFORNIA.
- B. Objectives. The objectives of the corporation shall be those set forth in its Articles of Incorporation.

Section 2.

Administration

- A. The affairs of this corporation shall be administered by a Board of Directors consisting of eleven (11) members who shall be elected by the regular members of this corporation, with such qualifications as shall be determined from time to time by the regular members, and each member of said board shall be a regular member of this corporation.
- B. There may also be such additional Boards or Committees as shall be determined from time to time by the Board of Directors.

Section 3.

Officers

Its officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and such additional officers who shall be appointed or elected by the Board of Directors.

Section 4.

President

The President shall be a member of and shall preside over all meetings of the Board of Directors. The President shall also have such other powers and perform such other duties as may be required of him, from time to time, by the Board of Directors. The President may also appoint such Committee or Committees as may be authorized by the Board of Directors, from time to time and define the duties of such Committees. The President shall be elected annually by a majority of the regular voting members. All nominees for President must have first served one full year on the Board of Directors.

Section 5.

Vice President

The Vice President shall be a member of the Board of Directors and shall in the absence of the President, perform all of the duties and have all of the powers of the President. The Vice President shall also have such other powers and perform such other duties as shall be assigned by the directors. The Vice President shall be a regular member, and elected annually by a majority of the regular voting members.

Section 6.

Secretary

The Secretary shall be a member of the Board of Directors and keep a record of the proceedings of the Board. The Secretary shall keep a record of all correspondence and shall initiate and reply to such correspondence the Board may direct. The Secretary shall keep the corporate seal and shall serve all notices required by law or the By-laws of the corporation. The Secretary shall be elected annually by a majority of the regular voting members.

Section 7.

Treasurer

The Treasurer shall be a member of the Board of Directors. The Treasurer shall furnish, prepare and keep a set of books of account, showing details of the business and the corporation's accounts, and receipts and disbursements, the amount of cash on hand and the amount of money owed by the corporation or owing to it, and such other information as may be, in the judgment of said Treasurer, pertinent, or such as may be required by the Board of Directors. The Treasurer shall be a regular member, and elected annually by a majority of the regular voting members.

Section 8.

Powers of Directors

A. General Powers of Directors. The Board of Directors shall have the management of the business of the corporation, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these By-laws, may exercise all the powers of the corporation.

B. Specific Powers of Directors. Without prejudice to such general powers, it is hereby expressly declared that the directors shall have the following, to-wit: -

1. To adopt and alter a common seal of the corporation.
2. To make and change regulations not inconsistent with these By-laws, for the management of the corporation's business and affairs.
3. To fill vacancies in offices or on the Board of Directors for the unexpired terms; prescribe duties of officers and to remove from the Board of Directors any member with three consecutive unexcused absences from the Board's meetings.
4. To appoint and remove or suspend such subordinate officers, agents or factors as they may deem necessary, and determine their duties and fix, and from time to time change, their salaries or remuneration.
5. To pay for any property purchased by the corporation.
6. To designate from time to time, the time and place of its meetings or to authorize the President to do so. To appoint such Committee or Committees on any subject within the powers of the Corporation's Articles of Incorporation and to

define the powers and duties of such Committee.

7. To select and designate such bank or trust company as they may deem advisable, as official depository of the funds of the corporation and to prescribe and order the manner in which such deposits shall be made and or withdrawn.

C. Quorum. A majority of the members of the Board shall constitute a quorum and a majority of the Board present, assuming a quorum, shall be required to make corporate decisions.

D. Compensation of Directors. Directors shall not receive any stated salary for their service as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 9.

Committees

A. The Board of Directors may, by resolution or resolutions, passed by a majority of the whole board, or the President, upon authority conferred upon him by the Board of Directors, designate and appoint such Committee or Committees on any subject within the powers of the corporation; such Committee or Committees to have such powers and to exercise such duties or to perform such services as may be prescribed, from time to time, by the Board of Directors and or the President, upon the authority conferred by the Board of Directors. Such Committee or Committees shall have such name or names as may be stated in these By-laws, or as may be determined from time to time, by the Board of Directors.

B. Each Committee shall report to the Board when required.

Section 10.

Memberships

A. Memberships in this corporation shall consist of regular members and such honorary members as may from time to time be designated by the board of Directors.

B. Regular memberships shall not be limited in number. Regular members shall consist of those persons who have been awarded a baccalaureate or equivalent degree from an accredited college or university and are elected thereto by a two-thirds majority of the Board of Directors. Each regular membership shall entitle the holder thereof to one vote at all meetings of members of this corporation.

C. Life-Time honorary memberships shall be awarded by vote of the Board of

Directors to those individuals who have rendered extraordinary service to this corporation.

Section 11.

Membership Fees

There shall be annual membership dues as determined by the Board of Directors which shall be payable upon application for membership and subsequently at the beginning of each fiscal year. All members, except life-time honorary members, must pay membership dues at the rates established by the Board of Directors to remain in good standing.

Section 12.

Meetings

- A. Voting for the officers and the Board of Directors shall be by mail. All regular members in good standing shall be provided by the election committee with official ballot blanks containing the names of the nominees and space for write-in candidates. These ballot blanks shall be mailed to the membership not less than thirty (30) nor more than ninety (90) days prior to the final meeting of the fiscal year. To be counted, the completed ballots must be received by the election committee on or before the day of the final meeting of the fiscal year during which the election results shall be announced.
- B. Following the close of voting, all votes shall be tabulated. The candidates receiving the highest number of votes, up to the number of Board members to be elected, shall be deemed elected.
- C. Regular meetings of the Corporation shall be held as prescribed by the Board of Directors. Written notices stating the place, day and hour of the regular meetings shall be delivered personally or by mail to each Regular member of the Corporation not less than five (5) days before said regular meeting.
- D. Regular meetings of the Board of Directors shall be held monthly at such place and hour as maybe fixed from time to time by resolution, of the Board of Directors. Notice of the calls for any regular meeting of the Board of Directors shall be given by the Secretary, or such officer as the Board of Directors may, from time to time, determine, to each member of the Board of Directors not less than five (5) days prior to the date of the holding of such a meeting.
- E. Special meetings of the Board of Directors may be called for any purpose at any time by written notice signed by the President or any two (2) Directors. Such written

notice shall specify the nature of any special business to be considered together with the time and place of such special meetings and shall be served in the same manner as notice for a regular meeting of the Board of Directors.

Section 13.

Termination of Membership

A. Any member, regular or otherwise, may terminate his membership at any time upon notice to the Secretary of this corporation, together with effective date of such resignation.

B. The Board of Directors may terminate any membership of whatever class, by a two-thirds (2/3) vote, for any infraction of the By-laws, rules and or regulations of this corporation, or for other good and valid reason, as the Board of Directors of this corporation shall determine.

C. Regular Memberships must be renewed from year to year and shall become delinquent if dues are not paid within ninety (90) days of date due.

Section 14.

Liability of Members

No member of this corporation, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and or obligations of this corporation.

Section 15.

Donations

This corporation may accept gifts, legacies, donations and or contributions and in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Directors.

Section 16.

Miscellaneous Provisions

A. Corporate Seal. The corporate seal of the corporation shall be in such a form as the Board of Directors shall determine and shall contain the name of the corporation, the date and state of its creation and such other matters as the Board of Directors, in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

B. Principal Office. The principal office shall be established and maintained in the County of Los Angeles, State of California.

C. Other Offices. Other offices of the corporation may be established at such places as the Board of Directors may, from time to time, designate or the business of the corporation may require.

D. Notice and Waiver of Notice. Whenever any notice is required by these By-laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these By-laws may be waived by the person entitled thereto. -

E. Assent to Meeting. Any action of the majority of the Board of Directors of this Corporation, although not at a regularly called meeting and the record thereof if assented to in writing by all other members of the board, shall always be as valid and effective in all respects as if passed by the Board at a regular meeting.

F. Unauthorized Activities. This corporation shall not engage in religious or political activities and its name shall not be used in connection with such activities.

Section 17.

Fiscal Year

Fiscal Year. The fiscal year of this corporation shall be the calendar year.

Section 18.

Amendments

Amendment of By-laws. The regular members, by the affirmative vote of the holders of a majority of such memberships issued outstanding, or the directors, by the affirmative vote of a majority of directors, may at any meeting, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, amend or alter any of these By-laws.

Certification

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the HELLENIC UNIVERSITY CLUB OF SOUTHERN CALIFORNIA.
2. That the foregoing By-laws constitute and amended By-laws of said corporation, as duly adopted at a meeting of the Board of Directors thereof, held on the 14th day of April, 1994.

IN WITNESS WHEREOF, I hereby subscribe my name on this 14th day of April, 1994.

Christina Demas

Christina Demas
Secretary of HELLENIC UNIVERSITY OF SOUTHERN CALIFORNIA

SUMMARY OF CHANGES

The majority of the Board of Directors of the HELLENIC UNIVERSITY CLUB OF SOUTHERN CALIFORNIA voted on 14 April 1994 to make the following changes to their By-Laws:

1. Corrected certain typographical errors and eliminated redundancies.
2. Reduced the number of members in the Board of Directors from 15 to 11.
3. Reduced the number of secretaries from two to one.
4. Changed the method of voting for officers and members of Board of Directors. With the new method voting is by mail; the old method of voting in an annual meeting was found impractical.

IN WITNESS WHEREOF, I hereby subscribe my name on this 14th day of April, 1994.

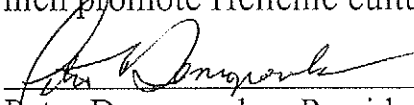
Christina Demas

Christina Demas
Secretary of HELLENIC UNIVERSITY OF SOUTHERN CALIFORNIA

MISSION STATEMENT

The Mission of the **Hellenic University Club of Southern California** is to fulfill the purposes described in its Articles of Incorporation, summarized as follows:

- A. To engage primarily in the specific business of promoting the study and understanding of Hellenic culture and philosophy by sponsoring events such as lectures, art exhibits, recitals, theater performances and film showings featuring distinguished lecturers and artists.
- B. To raise funds for grants to organizations and institutions, located primarily in Southern California, which promote Hellenic culture.


Peter Demopoulos, President

11/10/2002

NOTE: To see some of our activities view our website at www.huc.org. The bulk of the funds donated during the last several years went to Loyola Marymount University (see <http://bellarmine.lmu.edu/moderngreek/>) and to the University of California, Irvine, to support their Theasaurus Linguae Graecae (TLG) program (see <http://www.tlg.uci.edu/>).