

**BY-LAWS OF THE
SAMARIA CHAPTER
THE PANCRETAN ASSOCIATION OF AMERICA
ATLANTA, GEORGIA**

(An unincorporated organization operating under the Laws of the State of Georgia)

ARTICLE I -- MISSION

The name of the organization is and shall be known as Samaria Chapter ("Chapter") of the PanCretan Association of American ("PAA"). The Chapter is an independent, mutual aid organization devoted to philanthropic, progressive, and educational goals. The Chapter was founded in Atlanta, Georgia on January 9, 2003.

ARTICLE II -- OBJECTIVES OF CHAPTER

The Chapter is established to achieve the following objectives:

1. To promote and encourage loyalty to the United States of America; allegiance to its flag; support, obedience, and reverence to its Constitution and Laws; and to encourage its non-citizen members to become citizens of the United States of America.
2. To strengthen the feelings of love and devotion to Greece as the wellspring of Western Civilization, as well as to foster the faith and devotion of its members to the Greek Orthodox Church.
3. To advance and develop relations among its members and to foster communications with Cretans and persons of Cretan descent throughout the world.
4. To assist in promoting and fostering education, charities, and eleemosynary institutions in the United States and the Island of Crete.
5. To render moral and material assistance to its members, as hereinafter provided for.

ARTICLE III -- MEMBERSHIP

There shall be three categories of membership; namely, regular, associate, and honorary. A regular member is a person who is Cretan by birth, of direct lineal Cretan descent, or a spouse of such a person. An associate member is a person who maintains a friendship with a regular member or demonstrates a genuine interest in Crete. An honorary member is a person who has achieved special and distinguished status, has demonstrated

outstanding qualities, and shows an interest in the Chapter, all of which may be recognized through an invitation to membership by the Chapter.

Additionally, other qualifications of membership include:

1. A member of any class may be either a male or female.
2. To qualify for membership, a person must be at least fifteen (15) years of age at the time of applying for membership.
3. Notwithstanding the above categories of membership, the Chapter may create a special category composed of persons of long membership who can demonstrate special financial needs. Automatically included as a special member is a member of longstanding who has reached the age of 80 years. A special member shall be exempt from all financial obligations to the Chapter, including without limitation the payment of dues. Notwithstanding such exemption, a special member shall continue to have the right to receive the publication KPHTH.

ARTICLE IV -- DUTIES AND RIGHTS OF MEMBERS

1. The regular and associate members of the Chapter shall pay such initiation fees, dues, and other assessments as may be fixed by the Chapter from time to time.
2. The regular and associate members of the Chapter shall subscribe to the publication KPHTH by paying the annual rate fixed by the PAA from time to time.
3. Only one subscription is required in families where more than one person resides in the same household and is a member of the PAA.
4. Exempt from all monetary obligations stated herein is a person serving in the armed forces of the United States of America until such time as he or she has been honorably discharged.
5. Under no conditions shall a member be reimbursed or refunded any part of his or her dues or contributions in the event of the termination of a membership for any reason including without limitation, resignation or expulsion.
6. A member in arrears 90 days in the payment of his or her dues and after written notice of same has been delivered by the Chapter to such member relinquishes all rights to any monetary benefits heretofore and hereinafter provided for.

7. A member in arrears 180 days in the payment of his or her dues and after written notice of same has been delivered by the Chapter to such member shall be expelled from the Chapter with all membership rights and benefits forfeited.

8. A member accused and convicted of crimes of moral turpitude by the courts of the United States of America or of its several States or Territories and members defaming the Chapter or any of its members shall be expelled upon approval of the board of directors and all membership rights and benefits forfeited.

9. All regular members in good standing shall have the right to vote on all issues coming before the Chapter.

10. All regular and associate members in good standing shall have the right to participate in all activities and functions of the Chapter, except that only a regular member may vote or hold office.

11. The Chapter, to extent funds are available, shall provide an appropriate floral piece for the funeral of a deceased members. In lieu thereof, the Chapter may make a contribution in the name of the deceased member to such fund as designated by the member's family.

ARTICLE V -- MEETINGS

1. ANNUAL MEETING

The Chapter shall hold an annual meeting during the month of January of each year. Such annual meeting shall be held at a location determined by the board of directors. The time and place of such meeting shall be stated in the notice of the meeting. The purpose of the annual meeting shall be to elect officers which as a group shall constitute the Chapter's board of directors and to transact other business as may come before the meeting. Matters required by statute to be stated in the notice of the meeting which are not so stated may not be transacted

2. BOARD OF DIRECTORS MEETING

The board of directors shall hold meeting regularly throughout the year in order to conduct the routine and regular business of the Chapter which includes, without limitation, carrying out the initiatives as set forth by the membership.

3. REGULAR MEETINGS

Regular meetings of all members shall be called by the President at least one (1) time per calendar year at a time and place set out in the notice of such meetings.

4. SPECIAL MEETINGS

Special meetings of the Chapter may be called by the President or a minimum of two members of the board of directors and a brief indication of the nature of the business to be transacted shall be made part of the notice. A special meeting may be called at any time for any business purpose, unless otherwise prohibited by statute. Such meetings shall be held at the place set out in the notice of such meetings.

5. NOTICE

Written notice stating the place, day, and time of all meetings (and, in the case of a special meeting, the purpose for which the meeting is called), shall be delivered not less than 10 nor more than 50 days before the date of the meeting, except that a special meeting may be held with one day notice. Written notice shall be satisfied via electronic mail (e-mail), United States Postal Service with the correct amount of first class postage affixed, or hand delivery. All mailings or hand delivery shall be made at the last known address of a member receiving such notice.

6. QUORUM

At any meeting of the board of directors or a committee of the Chapter a majority of the directors, represented in person or by proxy, shall constitute a quorum. Directors present in person or by proxy at such meeting may continue to do business until adjournment even if this means the withdrawal of enough directors to leave less than a quorum. If a quorum is not present the directors present in person or by proxy may adjourn to a date they agree upon.

At all other meetings of the Chapter a quorum shall be declared by the President or presiding officer in the absence of the President upon the attendance in person by no less than fifteen members.

7. PROXIES

At all meetings of directors, a director may vote by proxy executed in writing by a director. A proxy is not valid after the expiration of one month from its date unless otherwise provided by proxy. A proxy is not invalidated by the death or incompetency of a director, unless, before the authority is exercised, written notice of such adjudication is received by the Chapter.

8. VOTING

Each regular member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing in person or by proxy. All elections for officers and directors shall be decided by plurality vote; all other matters shall be decided by majority vote.

9. WAIVER OF NOTICE

Notice of meeting need not be given to any member who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the member.

10. WRITTEN CONSENT OF MEMBER

Any action may be taken without a meeting, without prior notice, and without a vote if consent in writing, setting forth the action taken, is signed by the member entitled to vote on the matter.

11. PARTICIPATION BY TELECOMMUNICATIONS

Participation in a meeting may be by means of conference telephone, or similar communications equipment. All persons participating in the meeting must be able to hear or read the communication of each other, be advised of the use of such equipment, and be provided with the names of individuals using such equipment.

12. ORDER OF BUSINESS

The order of business at all meetings shall be as follows:

- a. Prayer
- b. Roll call.
- c. Proof of notice of meeting or waiver of notice.
- d. Reading of minutes of the preceding meeting.
- e. Report of officers.
- f. Report of committees.
- g. Election of officers (at annual meeting).
- h. Unfinished business.
- i. New Business.

ARTICLE VI -- DIRECTORS

1. GENERAL POWERS

The Chapter shall be managed by the board of directors.

2. NUMBER AND TENURE OF DIRECTORS

The number of directors of the Chapter shall be at least five. Each director shall hold office for one year and until his/her successor shall have been elected.

3. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

A vacancy occurring on the board of directors may be filled by the affirmative vote of a majority of the board of directors even if there is less than a quorum of the board of directors. The board of directors so chosen shall hold office until the next annual election of the board of directors.

4. ACTION BY BOARD WITHOUT A MEETING

Any action required or permitted to be taken pursuant to authorization voted at a meeting of the board of directors or a committee of the board may be taken without a meeting if before or after the action all members of the board of directors or committee consent to it in writing. The written consents shall be filed with the minutes of the proceedings of the board of directors or committee.

5. REMOVAL

Any director or officer may be removed for cause by a majority vote of the Chapter.

6. EXECUTIVE AND OTHER COMMITTEES

The board of directors, by resolution, may designate from among its members, to the extent allowable by statute, an executive committee and other committees, each consisting of one or more directors. Each committee shall serve at the pleasure of the board of directors.

ARTICLE VII -- OFFICERS

1. NUMBER AND MINIMUM AGE

The officers of the Chapter shall be a president, vice-president, secretary, treasurer, and other officers as shall from time to time be elected by the Chapter. An officer must be at least twenty-one (21) years of age.

2. SALARIES

The officers shall serve without compensation.

3. REMOVAL

Any officer may be suspended by the board of directors whenever in its judgment the best interests of the Chapter will be served. Such suspension, to become removal from office, must be ratified by the Chapter.

4. PRESIDENT

The president shall be the chief executive officer of the Chapter and, subject to the control of the board of directors, shall supervise and control all the business of the Chapter. The president shall, when present, preside at all meetings of the Chapter. The president shall have authority to institute or defend legal proceedings when the directors are deadlocked.

5. VICE-PRESIDENT

In the absence of the president or in the event of the president's death, inability, or refusal to act, the vice-president shall have all powers and functions of the president and shall perform such other duties as the Chapter may determine appropriate for the office.

6. SECRETARY

The secretary shall:

- a. attend all meetings of the Chapter.
- b. record all votes and minutes of all proceedings in a book to be kept for that purpose.
- c. give notice of all regular and special meetings.
- d. keep in safe custody the seal of the Chapter and affix it to any instrument when authorized by the board of directors.
- e. keep all documents and records of the Chapter as required by law or otherwise in a proper and safe manner.
- f. perform such other duties as may be assigned by the board.

7. TREASURER

The treasurer shall:

- a. have the custody of the Chapter's funds and securities.
- b. keep full and accurate accounts of receipts and disbursements in the Chapter's books.

- c. deposit all money and other valuables in the name and to the credit of the Chapter in such depositories as may be designated by the board of directors.
- d. disburse the funds of the Chapter as may be ordered or authorized by the board of directors and keep vouchers for such disbursements.
- e. give to the president and members at the regular meetings of the Chapter, or whenever they require it, an account of all his/her transactions.
- f. give a full financial report at the annual meeting of the Chapter, if so requested.
- g. perform other duties assigned by the board of directors.
- h. if required by the board of directors, give a bond for the faithful discharge of his/her duties in an amount and with such surety or sureties as the board of directors shall determine.

ARTICLE VIII -- HOLIDAYS

The Chapter shall recognize three dates for special observance as determined by the Chapter. These dates are as follows:

- a. Venizelos Memorial on March 13
- b. Battle of Crete on May 20
- c. Holocaust of the Monastery at Arkardi on November 8

ARTICLE IX -- INDEMNIFICATION

The Chapter shall indemnify to the extent allowed by the non-profit corporation statutes of Georgia any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that the person is or was a trustee, officer, employee, agent, or representative of the Chapter or served any other enterprise at the request of the Chapter. The person to be indemnified must have acted in good faith and in a manner he/she reasonably believed to be in and not opposed to the best interests of the Chapter or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

ARTICLE X -- AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a vote of the membership representing a majority of the membership at any annual or special meeting when the proposed amendment has been stated in the notice of such meeting.

ARTICLE XI -- PARLIAMENTARY STANDARD

All meetings of the Chapter shall be governed in accordance with the parliamentary standard expressed in the most recently revised edition of Roberts' Rules of Order.