



NATIONAL HELLENIC SOCIETY

## **NATIONAL HELLENIC SOCIETY**

### **BYLAWS**

#### **ARTICLE 1**

##### **NAME, OFFICE**

###### **SECTION A. NAME**

The name of this non-stock, non-profit 501(c) (3), Delaware Corporation is and shall be The National Hellenic Society Corporation (“NHS”).

###### **SECTION B. OFFICE**

The principal office of NHS shall be located in Washington, DC. The principal office and additional offices may locate in such other places as may be determined from time to time by the Board of Directors.

#### **ARTICLE II**

##### **NON-POLITICAL ACTIVITIES**

NHS shall be a nonprofit entity and shall not engage in any political activity. NHS shall not engage in any political activity on behalf of any candidate for public office, nor shall it engage in any prohibited activities for an entity established under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE III**

##### **ASSETS**

NHS’ assets are irrevocably dedicated for charitable purposes. No part of the net earnings, assets or properties of NHS, on dissolution or otherwise, shall inure to the benefit of any director, officer, or member of NHS or to any private person or individual. Upon liquidation, dissolution, or wind-up, all NHS’ assets and property shall be distributed and paid to nonprofit organizations organized and operated exclusively for scientific, educational and charitable purposes as permitted by Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IV**

### **MEMBERSHIP**

#### **SECTION A. QUALIFICATION AND MEMBERSHIP**

1. **QUALIFICATION REQUIREMENTS:** To qualify for membership in the National Hellenic Society (“NHS”) a person must: (i) be of Hellenic background; (ii) embody the spirit, values and ideals of the NHS as demonstrated through leadership and deeds; (iii) commit time, talent and resources toward promoting the NHS’s mission and objectives; and, (iv) exhibit willingness to be proactively engaged in furtherance of NHS’ mission and objectives.
  
2. **INVITATION AND ADMISSION OF NEW MEMBERS:** Upon completion of the procedures governing the consideration and admission of new members of the NHS as provided in Article VIII, Section B.1. of these Bylaws, the Executive Director/President or designee shall issue in writing an invitation to the nominee for membership in the NHS. In advance of the nominee’s acceptance, the President and/or designee will fully explain the duties, responsibilities and expectations concomitant to membership. Upon the nominee’s acceptance, the nominee shall be deemed to be a member in good standing of the NHS.
  
3. **ARCHIVING:** Copies of all relevant correspondence shall be permanently maintained and archived. Documents shall be retained pursuant to the provisions of the Record Retention Policy (Part VIII, National Hellenic Society Procedures and Policies, pp. 29-31).

## **ARTICLE V**

### **MEMBERSHIP LEVELS & FEES**

#### **SECTION A. MEMBER PLEDGES AND FEES**

1. **MEMBER PLEDGES:** Members shall be assessed a Life Time Membership Fee of up to \$50,000 or \$25,000 for members that are 40 years of age. In lieu of Life Time Membership, NHS members may elect to pay an annual Membership fee of \$2,500.
  - a) Life Time Membership Fee. Depending upon the member’s preference, the fee is payable in lump-sum or in installments amortized over a period not to exceed ten (10) years. The Life Time Membership Fee for members over 40 years of age is \$50,000 with a payment of \$5,000 per annum, the balance of which shall be paid over the ten year period subsequent to membership. The Life Time Membership fee for members 40 and under is \$25,000, with a minimum payment of \$2,500 per annum, the balance of which shall be paid over the ten year period subsequent to membership.

b). In lieu of a Life Time Membership Fee, NHS members may elect to pay an annual Membership Fee of \$2,500.

2. HONORARY MEMBERS: The Board is authorized to invite outstanding candidates to join NHS without any financial obligation based upon their extraordinary qualifications, outstanding contributions to the community, track record of commitment to Hellenism, and to the advancement of NHS' mission and objectives.

3. ANNUAL STATEMENTS: The Executive Director shall issue annual statements to each member. The annual statement will itemize: (i) the Membership Pledge fees due NHS; (ii) remaining pledge balance; and (iii) Annual Membership Fees. Accompanying the annual statement, the Executive Director shall forward the NHS' budget, financial statements and other relevant reports to each member.

4. REINSTATEMENT: Any member who has been suspended for the non-payment of membership fees and/or dues shall be reinstated upon the payment of outstanding amounts. The Executive Committee reserves the right to suspend membership for non-payment of membership fees.

## **ARTICLE VI**

### **BOARD OF DIRECTORS MEETINGS**

#### **SECTION A. REGULAR NHS BOARD OF DIRECTORS MEETINGS**

NHS will hold quarterly meetings in a manner, place and time convenient to the Board of Directors. The Board of Directors is authorized to conduct Working Sessions in person, by telephone conference call or similar method. The Board of Directors is authorized to conduct business and take action during its quarterly meetings and/or Working Sessions.

The Board of Directors shall convene for an Annual Meeting to coincide, when feasible, with the NHS' annual event.

#### **SECTION B. SPECIAL MEETING OF NHS BOARD OF DIRECTORS**

A special meeting of the Board of Directors may be held at any time deemed necessary by the Executive Committee. Reasonable notice shall be given to the Board of Directors in advance of such meeting, stating the time, place and purpose thereof.

#### **SECTION C. QUORUM FOR BUSINESS TRANSACTIONS**

A quorum for the transaction of business shall consist of a majority of all members of the Board of Directors and a majority of all members of the respective Committees for purposes of transacting Committee business.

## **SECTION D. RULES OF PROCEDURE FOR BOARD OF DIRECTORS**

The proceedings of the Board of Directors shall be governed by these Bylaws. Parliamentary procedures shall be governed by Roberts Rules of Order.

### **ARTICLE VII**

## **BOARD OF DIRECTORS**

### **SECTION A. COMPOSITION**

The Board of Directors shall comprise a minimum of 10 members and may be expanded to accommodate 8 additional representative members from each respective NHS region. The Board of Directors shall consist of a Chairman, Vice-Chairman and Secretary, as elected by the Board. The Board of Directors shall initially comprise the following committees: (i) Executive Committee, (ii) Membership Committee; (iii) Program Committee, (iv) Audit Committee and (v) Investment Committee. The Board of Directors shall appoint members to the Membership and Program Committee's which shall elect a Chair. Committee members may include NHS members and other individuals outside the NHS membership.

### **SECTION B. QUALIFICATIONS AND TERM**

No Chairman of any Committee shall serve concurrently as Chairman in more than one (1) Committee.

The initial members of Board of Directors shall serve for a term of three years, or until the Director's successor is elected and qualified, or until the Director's resignation. The initial Directors shall have staggered terms.<sup>1</sup> New nominees shall serve for a three year term.

### **SECTION C. RESIGNATION AND REMOVAL**

Any member of the Board of Directors may resign at any time by providing written notice to the Secretary of the NHS. Any Director may be removed from office by a majority vote of all other Directors with or without cause.

---

<sup>1</sup> The following members shall serve for a one-year term: George Marcus, George Korkos, George Stamas, Fanis Economides; the following members shall serve for two years: Aris Halikias, Kathryn Theofilos, Mark Stavropoulos, Endy Zemenides, Tony Saris. The following members shall serve for three years: William Marianes, Kyriakos Tsakopoulos, Chris Grivakes.

## **SECTION D. VACANCIES**

In the event of a Chairman's vacancy, the same shall be filled by succession. All other vacancies shall be filled by appointment at a regular or special meeting of the Board of Directors. All vacancies, other than that of the Chairman, shall be filled by an election.

## **SECTION E. COMPENSATION**

No director shall receive a salary or other compensation for their respective service to the National Hellenic Society as a member of the Board of Directors.

## **SECTION F. NO INTEREST IN ASSETS**

No director shall possess any property right in or to NHS assets and property. In the event NHS owns or hold any property upon its dissolution and winding-up, the directors shall dispose of residual assets and property in accordance with the applicable provisions of the Internal Revenue Code, governing regulations, and the provisions of the Articles of Incorporation and these Bylaws.

## **ARTICLE VIII**

### **COMMITTEES**

#### **SECTION A. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of a Chairman, Vice-Chairman and Chairs of the Membership, Program and Audit Committees. The Board of Directors shall elect the Chairman and Vice-Chairman of the Executive Committee. The Executive Committee is responsible for oversight of all NHS and Foundation Programs. The Chairman of the Executive Committee shall serve as an ex officio member on all Committees.

1. **EXECUTIVE COMMITTEE AND EXECUTIVE DIRECTOR:** The Executive Committee shall work closely with, and review the performance of, the Executive Director and shall have all the powers and authority of the Board of Directors in between the intervals between meetings of the Board of Directors, subject to the direction of the Board of Directors.
2. **EXECUTIVE COMMITTEE POWERS:** The Executive Committee shall prescribe the powers and duties of other officers, determine compensation and have the authority to remove such officer. The Executive Committee shall have responsibility for general administration and oversight of all matters relating to the NHS. This includes the preparation of annual budgets and oversight of expenditures and disbursements, fundraising efforts and other similar activities within the scope of these duties. The Executive Committee may authorize such officer as it may designate to borrow funds in the name and on behalf of the NHS in such amounts as it may from time to time determine, and execute and deliver such instruments deemed necessary and appropriate in

this regard. The Executive Committee shall consult with, and receive approval from the Board of Directors prior to making decisions affecting twenty percent (20%) or more of the assets, holdings or investments of the NHS.

The Executive Committee shall determine the date, place and program for the NHS Annual Meeting and Annual Event and other events the Committee deems to be in the best interests of the NHS. The Executive Committee shall prescribe the date and place for all scheduled quarterly and special meetings.

3. **EXECUTIVE COMMITTEE PROCEDURES:** A simple majority vote of those present and voting is required for any act of the Executive Committee while in session. The Chairman may break deadlock or indecision.

## **SECTION B. MEMBERSHIP COMMITTEE**

The Membership Committee shall consist of a Chairman, and other members appointed by the Board of Directors. The Membership Committee shall identify innovate strategies and initiatives that enhance the membership of the NHS. The Membership Committee shall plan informative, inspiring and enjoyable events and materials that properly showcase the NHS and the importance of the NHS' mission and objectives. The Membership Committee's main focus is to recruit new members, retain and nurture existing members, and plan, implement and execute strategies that enhance the stature and growth of NHS through dynamic membership. The Committee shall be responsible for evaluating and admitting candidates for membership in the NHS, and for evaluating policies, procedures and practices relating to membership fees and dues.

1. **NOMINATION OF CANDIDATES:** The Membership Committee shall meet from time to time, to consider nominations of prospective candidate members of the NHS. Prospective candidates shall be endorsed and nominated by two (2) current NHS members in good standing upon written motion to the Membership Committee. The motion shall reference the respective candidate's qualifications and enumerate the reasons warranting the candidate's admission to the NHS. The Executive Director shall ensure the Committee is provided with the written motion, supporting documentation and other materials needed for consideration of respective candidates.

2. **PROCEDURES GOVERNING ADMISSION OF NHS MEMBERS:** Upon review and discussion of each of the prospective candidates, the Membership Committee shall vote on each motion for admission. Voting shall be by simple majority, a tie may be broken by the Chairman of the Committee, or the Vice-Chairman in the Chairman's absence. The Membership Committee will be guided by objective criteria its deliberations shall remain confidential. The Membership Committee is under no obligation and shall not provide any basis or rationale underlying the Committee's discretion to approve or deny the motion to admit a prospective candidate.

3. RECONSIDERATION PROCEDURES: A candidate denied membership may be reconsidered for admission under the procedures described in Article VIII, Section B.1.

### **SECTION C. PROGRAM COMMITTEE**

The Program Committee shall consist of a Chairman, and other members appointed by the Board of Directors. The Program Committee shall consider, adopt, plan, schedule, implement, and oversee NHS Programs. The Program Committee shall work closely with the Executive Director to ensure that the NHS mission and objectives are attained through Programs that best exemplify Hellenism in action. The Executive Director shall be responsible for managing each of the NHS' Programs and may delegate responsibility and authority to ensure each of the NHS' Programs is running optimally. The Program Committee shall prepare quarterly and annual reports in advance of the Board's meetings.

1. SCOPE OF PROGRAMS: The NHS shall support programs and activities that are permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2. PROPOSED PROGRAMS: Proposed Programs presented by members or others outside of the Committee, must be directed to the Program Committee for the Committee's consideration, evaluation and determination as provided in the Programs and Grant Application Procedures (Part V., National Hellenic Society Procedures and Policies Manual, pp. 10-16).

Proposed Programs presented to the Committee for their consideration must be presented in writing and shall comprehensive information that includes, but is not limited to including the following criteria:

- Proposed programs must be qualified as a permissible project as provided for in paragraphs, C.1 and C.5 of this Article.
- Program description must highlight needs within the context of NHS' mission and objectives
- Qualifications, background and demonstrated commitment of all program participants must be provided
- Program objectives, term and phases should be fully described
- Quantifiable research, statistics and data supportive of the program
  - Should support the need for the program
  - Should support the results, objectives, goals whether tangible or otherwise
- Human and other resources needed for the Program's success and detailed description of expectations demanded from NHS
- Timeline and benchmarks for gauging program's success and mechanisms that are triggered to rectify missed targets and objectives thoroughly discussed:
  - Risk analysis

- Contingency plans if assumptions not met and whether same are flexible enough to ensure implementation
- Detailed logistics at each program phase should be addressed
- Budget and monetary considerations needed to ensure Program continuity
  - Self-sustaining programs given priority over non self-sustaining Programs
- Reporting mechanisms

3. **COMMITTEE PROCEDURES:** The Committee shall exercise its discretion on whether to request supplemental documentation from the program proponent(s) as needed. When the program proposal is deemed completed, the Committee will deliberate and vote by simple majority on whether the program should be adopted as a NHS Program. The Chairman's vote shall break a tie vote. Programs adopted by the Committee shall be presented to the Board of Directors at a regularly scheduled meeting, unless the proposed program is an exigent program requiring special attention, which shall be presented to the Executive Committee and disposed of by a special meeting of the Board of Directors, if the Executive Committee in its discretion deems appropriate.

4. **PREEXISTING PROGRAMS AND LIMITATIONS:** The Committee working in close conjunction with the Executive Director shall closely monitor the progress of each NHS Program and report its findings to the Board of Directors from time to time and in full detail in the Committee's annual report.

The Committee's annual report shall issue recommendations to the Board of Directors on whether continued support of the program is advised and on whether the Board should consider adopting recommended adjustments as warranted. Adjustments, amendments or the termination of an existing program will require two-thirds passage by the Board of Directors. Excluding, exigent programs, the NHS will not support more than five (5) new programs per year, unless the Board of Directors unanimously approves each additional program.

5. **RESTRICTIONS:** Directors, officers, employees, agents, NHS members, NHS contributors, and their respective relatives, or any third party having a family or business relationship with any of the above shall not be considered eligible to apply for, and/or receive any funding, grant, award, good, service or any benefit under an NHS sponsored program.

6. **NHS REGIONAL PRESENCE:** The Program Committee working in conjunction with the Board and staff shall have the authority to establish programs in selected NHS Regions where NHS members have decided to have a regional presence. The Executive Director shall earmark up to 20% of annual membership fees collected from members of the specific region and/or individual chapter to help fund programs and activities that advance the NHS' mission and objectives at the grass roots level. The NHS regions include, but are not limited to: Atlanta, Boston, Detroit, Los Angeles, New York, Sacramento, Salt Lake City, San Diego, San Francisco, Tampa Bay and Washington, D.C. The Board of Directors and staff, working in tandem with the regional chairs will establish policies governing each region.



#### **SECTION D. INVESTMENT COMMITTEE:**

The Investment Committee is charged by the Board of Directors to manage and oversee the National Hellenic Society's Investment Management Policy and Guidelines (see, Part X, National Hellenic Society Procedures and Policies Manual, pp. 34-35).

1. **MAKE-UP:** Members of the Executive Committee and the Executive Committee's appointees shall comprise the Investment Committee. The Chair of the Executive Committee will serve as the Chair of the Investment Committee.

#### **SECTION E. AUDIT COMMITTEE:**

The Audit Committee shall be will retain certified public accountants to examine the books of the National Hellenic Society for the next fiscal year, and such other financial and investment records as the Audit Committee deems appropriate from time to time. The public accountants shall report thereon to the Audit Committee, which shall in turn present the report of audit, including the scope of the examination, to the members of the National Hellenic Society at their next Board meeting and to the membership at the Annual Meeting with such recommendations as the Audit Committee shall deem appropriate. The Audit Committee shall keep a record of its proceedings and may appoint a secretary for that purpose.

1. **MAKE-UP:** The Audit Committee shall consist of three members, two of who shall serve for a term of three years, and one for a term of two years. They shall be chosen from among the members of the National Hellenic Society.

### **ARTICLE IX**

#### **OFFICERS**

##### **SECTION A. BOARD OF DIRECTOS APPOINTS OFFICERS**

The Board of Directors shall appoint all Officers including an Executive Director, Secretary, and Treasurer. The Executive Director is responsible for day-to-day management and operations of the NHS. The Executive Director shall work closely with the Board of Directors and NHS Committees to ensure the furtherance of the NHS' mission and objectives. The Executive Committee will negotiate the compensation and terms of employment of the Executive Director and other NHS staff.

##### **SECTION B. EXECUTIVE DIRECTOR APPOINT COMMITTEES**

Subject to Executive Committee approval, the Executive Director may appoint such committees as deemed necessary to support, implement and maintain the NHS' mission and programs. The Executive Director shall be an ex-officio member of all Committees.

## **SECTION C. OFFICER DUTIES**

**EXECUTIVE DIRECTOR:** The Executive Director shall serve as the chief executive officer and administrative head of the NHS and be responsible for running the NHS' day-to-day affairs. The Executive Director shall serve as the official spokesperson of the NHS. The Executive Director shall take direction from and report to, the Executive Committee of the Board of Directors. The Executive Director responsibilities will be to:

- Implement the NHS mission and objectives
- Oversee and manage the design, marketing, promotion, delivery and quality of all NHS events, programs, products and services
- Assist the Board and its Committees with strategic planning, business and marketing plans
- Liaise between the Board, its Committees, and present and prospective members
- Assist the Board in organizational, developmental and strategic planning
- Oversee fundraising, planning and implementation
- Manage NHS human resources
- Promote the NHS and manage all public relations efforts
- Preparation, submission of budget for approval by the Board of Directors
- Prudent implementation and management of NHS budgeted funds
- Coordination of NHS communications and activities with outside groups
- Ensure the NHS mission, objectives, Programs, products and services are consistently presented and perceived in a strong, positive image

1. **CAPITAL ALLOCATION.** The Executive Director is responsible for receiving funds forwarded to the NHS. The Executive Director shall be a fiduciary for all finance matters, keeping appropriate books and records of all financial matters. The Executive Director will issue disbursements for all accounts payable including the disbursement of funds earmarked for specific NHS Programs. The receipt of contributions, disbursement of operating funds, reporting and record keeping, and all Investment and Audit Committee support shall be in compliance with the Financial Procedures prescribed in Part III, National Hellenic Society Procedures and Policies Manual, pp. 5-7.

All disbursements in excess of \$5,000 require Board of Directors approval. Anticipated disbursements to be issued by the Executive Director in the forms of checks, shall be discussed and approved by the Treasurer in advance. All receipts to members for membership fees shall be issued by the Executive Director. The Executive Director in consultation with and approval by the Treasurer shall issue and circulate regular reports of all NHS finances in advance of each scheduled Board of Directors meeting.

The Executive Director shall maintain two accounts, a NHS operating account and a National Hellenic Society Investment Account. All funds received by the Executive Director shall be placed into the NHS operating account on a timely basis. On the last business day of the month, the Executive Director shall transfer ninety percent (90%) of funds received during the course of the month from the NHS operating account to the

National Hellenic Society Investment Account. Residual funds constituting that month's respective receipts will be transferred to the National Hellenic Society Investment Account as soon as practicable.

2. Program Director -Director: It shall be the duty of the Program Director to assist the Executive Director conduct the NHS business as assigned by the Executive Committee and Executive Director. The Program Director will assist in the oversight of NHS Programs and oversee all activities related to expansion of the NHS Board of Directors, Advisory Council and membership. In the event of the absence, disqualification or disability of the Executive Director, the Program Director will assist in the performance of these duties.

3. SECRETARY'S DUTIES: The Secretary shall keep minutes of all meetings and conduct all correspondence to NHS members including membership statements.

4. TREASURER: The Treasurer shall serve as the NHS senior financial officer and shall perform such other duties as may be prescribed in these Bylaws. The Treasurer shall have the authority to sign checks and drafts on behalf of the Society for disbursement of funds for duly authorized purposes of the Society as provided by Bylaws or by vote of the Board of Directors. The Treasurer will ensure that an audited report for each fiscal year is presented to the Board of Directors. The Treasurer will account for membership fees received from members. The Treasurer shall submit quarterly reports in the form of an itemized statement showing the amounts received and the sources from which the receipts came; the amounts disbursed and the purposes for which such disbursements were made; the balances, the number of members in good standing; number of delinquent payments and other relevant reports.

5. The duties of the Program Director, Secretary and Treasurer may be assumed by one or more persons.

## **ARTICLE X**

### **ANNUAL MEETING**

#### **SECTION A. ANNUAL MEETING OF BOARD OF DIRECTORS AND THE ANNUAL NHS MEMBERSHIP MEETING:**

1. DATE AND PLACE: The Executive Committee and Executive Director shall coordinate the date and place of the joint Annual Board of Directors Meeting and the Annual NHS Membership Meeting. The Annual Meeting of the Board of Directors shall precede the Annual Membership Meeting.

2. BOARD OF DIRECTORS MEETING: The Board of Directors shall convene their annual meeting and review reports from all NHS Committees and Officers, transact business as provided in these Bylaws and dispense with any other pending matters prior to preparing its final report to the NHS membership.

3. ANNUAL NHS MEMBERSHIP MEETING: The purpose of the Annual Membership Meeting shall be to hear reports relating to all NHS activities and progress and to elect members of the Board of Directors. The Executive Director shall preside over the Annual Membership Meeting.

The Chairman of the Board, Executive, Membership, Program and Audit Committees shall have their reports presented to the NHS members by the respective Chairs and/or Executive Director. This shall be followed by the Treasurer's report. Members will be provided ample time to provide feedback, comments and suggestions.

The Executive Director may also convene special committee meetings that any member is entitled to attend and encouraged to participate. In addition, the Executive Director may invite representatives from NHS Programs that will issue their respective report to the members.

4. ELECTIONS: Prior to or in conjunction with the Annual Membership Meeting, the Secretary shall distribute a ballot containing the names of members that have expressed interest in serving on the Board of Directors and space for write-in candidates. The Secretary shall tabulate the results of the election.

For purposes of ensuring continuity, the Chairman of the Board, and Chairs of the Executive, Membership Program and Audit Committee shall be excluded from consideration for reelection.

## **ARTICLE XI**

### **NATIONAL HELLENIC SOCIETY INVESTMENT ACCOUNT**

#### **SECTION A. PURPOSE**

The National Hellenic Society Investment Account shall serve as the central repository for a substantial portion (90%) of funds received through the NHS. The purpose of this account shall be to preserve and grow the assets of all funds placed into this account in a prudent manner that maximizes the NHS' philanthropic effectiveness in a balanced and responsible way.

1. INVESTMENT COMMITTEE: The Board of Directors delegates all authority to manage and invest assets to the Investment Committee. The Executive Committee shall retain professional investment advisors and managers that employ capital allocation and risk strategies prescribed in Part X of the National Hellenic Society's Policies and Procedures Manual. These strategies are established to protect and grow the NHS's assets and provide liquidity to fund NHS' Programs and operating expenses.

The Investment Committee shall adopt and distribute to the Board of Directors from time to time, for informational purposes only reports on the NHS' investments. A quarterly report of investment activities shall be furnished to the Board and an annual audited report of the NHS shall be distributed to all members in good standing of the NHS.

## **SECTION B. DISTRIBUTIONS**

The Investment Committee shall authorize the annual distribution of a minimum of five percent (5%) of the funds held in the National Hellenic Society Investment Account to fund authorized Programs approved by the Program Committee and Board of Directors.

The Investment Committee, Executive Director and Treasurer shall create detailed procedures governing the use and method of distribution of National Hellenic Society assets. These procedures shall comply with the NHS Articles, these Bylaws, federal, state and Internal Revenue Service laws and regulations. The procedures shall be regularly reviewed, duly approved and ratified by the Board of Directors.

## **ARTICLE XII**

### **SCOPE AND AMENDMENTS OF NHS BYLAWS**

#### **SECTION A. SCOPE**

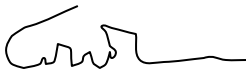
The provisions of these Bylaws shall serve as the governing principles by which the NHS and any ancillary division are governed.

#### **SECTION B. AMENDMENTS**

All amendments, revisions, changes or modifications to these Bylaws must be passed by a majority of members present at the Annual Meeting or in casting their ballots by mail, electronic transmission or otherwise. Proposals for additional changes shall be presented in writing to the Secretary. The Bylaw amendments shall be considered, discussed and voted upon by the Board of Directors and forwarded to the members for their approval.

*Bylaws Approved by a majority of the members present at the Annual Meeting of the National Hellenic Society, held at the Green Valley Ranch Resort, Henderson, NV, on May 19, 2012 at 4:30-5:30 p.m..*

Dated: May 19, 2012

  
By: Arthur Dimopoulos  
Secretary  
National Hellenic Society