

BYLAWS
of
TRIANGLE BULGARIAN CULTURAL CENTER

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Article 1. Name and Location

Section 1.1 Name

The name of the Foundation is Triangle Bulgarian Cultural Center. The acronym for the organization shall be TBCC. Throughout this document it shall be referred to as “the Foundation” or TBCC.

Section 1.2 Location

The principal office of the Foundation shall be located in Wake County, North Carolina.

Section 1.3 Non-Profit Status

The Foundation is an existing North Carolina nonprofit corporation formed by and through Article of Incorporation filed with the NC Department of Secretary of State on March 13, 2015.

Article 2 Mission and Objectives of the TBCC

Section 2.1 Mission

The mission of the Foundation is to promote Bulgarian language, culture and traditions throughout the Triangle region of North Carolina.

Section 2.2 The objective of Foundation shall be:

- (a) TBCC shall operate a Bulgarian Language School to offer classes to boys and girls as well as adults. The School shall grant certificates to those students who have completed a prescribed course of instruction to the satisfaction of the School. See Article 3. Mission and Purpose of the School
- (b) TBCC shall organize and offer various cultural events to promote the Bulgarian culture to the public, such as inviting Bulgarian themed cultural entertainment, dance classes, music groups, participating in local festivals as agreed and budgeted by the Board.
- (c) TBCC shall promote Bulgarian owned businesses and service providers to the communities via agreed by the Board activities and committees.
- (d) TBCC shall maintain an online presence with information agreed by the Board.

Section 2.3 Organization of the Foundation:

TBCC is the umbrella of three major activities organized as Committees. One is the Bulgarian Language School led by the School Principal. The second one is the Bulgarian Business Club, led by the Business Membership Director, and the third one is the Cultural Committee led by the Events Director. Article 8 describes in detail each of these activities.

Article 3. Mission and Purpose of the School

Section 3.1 Mission Statement

Through their education at the School, students should gain the skills, strategies, and desire necessary for advancing their knowledge of the Bulgarian language and the Bulgarian culture. Further, the School shall create and support a school environment in which all children and adults feel welcomed, respected, trusted, and an important part of the school.

Section 3.2 Purpose

- (a) The School shall provide education for boys and girls as well as adults in the Bulgarian language and culture in accordance with the principles prescribed by the Board of Directors.
- (b) The School shall offer a varied curriculum, including music, art, dramatics and dance
- (c) The School shall promote physical fitness, sportsmanship and healthy competition through athletic activities.
- (d) The School shall grant certificates to those students who have completed a prescribed course of instruction to the satisfaction of the School and as directed by MON (MES) education and Science of Bulgaria.

Section 3.3 Tuition

- (a) The School may charge tuition and other fees. The earnings of the School shall be deposited with the Treasurer and must be used and administered for the advancement of its purposes.
- (b) The School may provide financial aid to students by a written request from the Principal and with the approval of the Board. The financial aid is to be considered on individual basis.

Section 3.4 Governance of the Board of Directors

- (a) The Board of Directors shall have final authority and responsibility for the governance and oversight of the School and its operations.
- (b) The Board of Directors shall delegate to the Principal of the School the authority and responsibility for the management of the School and its operations, and for the implementation of the policies approved by the Board of Directors.

Section 3.5. School Governance Charter – see Appendix A

- (a) This Governance Charter defines the roles, responsibilities, and authority of the Board of Directors and the Bulgarian Language School administration to ensure effective operation of the school and compliance with nonprofit governance standards. The School shall have the power to accept, hold, use, and dispose of any donations of real and personal property, whether given

to it absolutely or in trust, for the purposes of the School. The School may buy, sell, exchange or otherwise handle or dispose of any of its property to promote the purpose of the School.

Article 4 Membership and Dues, Individual and Business

Section 4.1 Individual Membership in the Foundation shall be open to women and men who:

- (a) are Bulgarian born or have a Bulgarian born parent or guardian.
- (b) reside in North Carolina.
- (c) accept and advocate the mission and objectives of the Foundation (Article 2)

Section 4.2 An individual member is one who abides by these bylaws and has paid dues for the current year.

Section 4.3 Privileges of Individual Members

- (a) Members may attend the Annual Membership Meeting as set by the TBCC President.
- (b) Participate in discussions
- (c) Be a member of a committee
- (d) Lead a committee
- (e) Hold elected office
- (f) Vote
- (g) Submit information for possible online postings

Section 4.4 Business Membership is available to Bulgarian owned businesses as well as service providers, operating in North Carolina.

Section 4.5 Privileges of Business membership

- (a) tax-deductible membership dues
- (b) a business listing on the TBCC website
- (c) advertisements in the periodic newsletter
- (d) social media posts related to information of the provider's services
- (e) participation in the business expo as organized by the Business Membership Director and approved by the Board.

Section 4.6 Dues

Dues shall be determined by the Board. Individual Membership dues and Business Membership dues may be of different amounts, as agreed by the Board. Dues shall be payable by the first board meeting of each fiscal year, held in August. Dues paid in July shall carry over to the following year.

Section 4.7 Removal from Membership.

A member shall be removed from membership if they do not abide by these bylaws and/or dues are not paid by September 1 of the current year.

Article 5 – Nominations, Elections and Voting

Section 5.1 Nomination of Board members.

All nominations for new members of the Board of Directors shall be made by members of the Foundation. The President shall notify all members by email of the start and end of the nominating process. The nominations shall start at least 4 weeks prior and end 1 week prior to the January Annual Membership Meeting at which election is scheduled to take place. The nominating persons shall then furnish to the President information related to the background and qualifications of all such nominees by email. The nominee must be a member of the Foundation and a resident of the Triangle region of North Carolina for at least 2 years prior to taking office.

Section 5.2 The Board then shall notify the Members via email of all nominees and the date of the Annual meeting as agreed by the Board at which elections to take place.

Section 5.3 Self Nomination

A person may nominate himself or herself for a Board position following the rules in Section 5.1

Section 5.4 Election of Board members

During the annual meeting of the members of the TBCC as set forth in Article 5 the members shall elect candidates with a simple majority vote by secret ballot. Where there is only one candidate for an office a voice vote is allowed. Officers are elected for a term of 2 years or until their successors are elected. The board may decide to hold elections for specific positions or as a general election. Positions may be decided after taking office.

Section 5.5 Voting at the Board meetings shall be a voice vote unless otherwise directed by the President.

- (a) the President may call for a roll call vote of the membership present at the meeting.
- (b) Should the TBCC meeting be held by a teleconference or other means, voting shall be by roll call of the membership present of the call.

Article 6. Annual Membership Meeting.

Section 6.1 Time and Place

The Board of Directors shall designate a time and place for an Annual Meeting of the Foundation members. Notice of the annual meeting shall be given to all TBCC members at least thirty (30) days before the date of the meeting, with a reminder sent fifteen (15) days before the date of the meeting. Notice shall include the date, place, hour of the meeting, and an agenda for the meeting.

Article 7. Officers and Their Duties

Section 7.1 Officers

The elected officers of the Foundation shall be a **President, Secretary, Treasurer, School Principal, Events Director, Business Membership Director, and Media Director**. These elected officers shall be known as the Board.

Section 7.2 Terms of Office: Officers shall be installed no later than February 1 and shall take office immediately upon installation. Each officer shall be a current member of TBCC. No Board member shall serve for more than six (6) consecutive years. The term limit may be waived by the Board for a good cause. The Board shall be members of the Foundation at the time of the election.

Section 7.3 General Duties

- (a) To serve as the governing body of the Foundation;
- (b) To fill, by election, any vacancy occurring in an elective office;
- (c) To attend all Board meetings;
- (d) To chair committees as designated by these bylaws or the President.
- (e) In case of emergency absence, the member must notify the President prior to the meeting;
- (f) Adopt an annual budget.
- (g) Approve disbursement of over \$100

Section 7.4 Individual Duties of the Officers

A. The President shall:

- (a) Preside at all Board meetings and the Annual Membership Meeting.
- (b) Appoint all committee chairs. All such appointments are to be approved by the Board.
- (c) Approve all financial contracts and obligations with the treasurer, authorized by the Board.
- (d) Appoint a person to audit clubs and committees
- (e) Appoint a person or persons to audit the financial records.
- (f) Encourage members to participate and volunteer in all Bulgarian themed activities.
- (g) Sign checks in an emergency.
- (h) Secure the location and make necessary arrangements for all Board meetings and the Annual Membership meeting.
- (i) coordinate the communications between Board members.
- (j) recruit new members to the center.

B. The Secretary shall

- (a) Record and keep accurate records of all meetings of the center and the Board, furnishing the minutes of the prior board meeting to its members at the next board meeting,
- (b) Obtain and maintain membership list.
- (c) Perform such duties as may be assigned by the President.

C. The Treasurer shall

- (a) Be custodial of all funds of the Foundation
- (b) Collect all dues and school tuition.
- (c) Keep an account of dues of all membership
- (d) Keep the President informed of payment of dues and school tuition.
- (e) File the necessary financial reports as required by the North Carolina Secretary of State, and Bulgarian MES
- (f) Disburse funds and pay the necessary bills of the Foundation.
- (g) Keep an account of all monies received and expended and for what purpose.
- (h) Make written reports of all receipts and disbursements for all Board Meetings and the Annual Membership meeting and as otherwise directed by the president.
- (i) after seeking input from the Board, present a proposed budget to the Board for approval and to the Foundation for adoption at the Annual Membership Meeting in January
- (j) Make deposits in the name of the Foundation in a bank approved by the Board; and

(k) Perform such duties as may be assigned by the President.

D. The Principal of the School shall

- (a) Secure a location for the school activities and advise the Treasurer to arrange for payment.
- (b) have the authority and responsibility for the management of the School and its operations, and for the implementation of the policies approved by the Board of Directors
- (c) Make regular reports to the Board of Directors on the status of the School, including reports on the performance of the senior administrators and faculty along with recommendations for improvements as may be appropriate.
- (d) With the assistance of the Treasurer prepare an annual operating budget and submit for an approval to the Board.
- (e) Appoint officers and teachers of the school and arrange for their compensation as agreed by the Board.
- (f) supervise the admission, instruction and discipline of all students.
- (g) develop and maintain appropriate relations with faculty, parents, alumni(ae), other schools and cultural centers, the Greater Triangle community and appropriate national educational organizations.
- (h) May appoint a person to assist with above tasks.

E. The Events Director shall:

- (a) organize fundraising activities.
- (b) organize volunteers as needed.
- (c) lead the Cultural Committee.
- (d) coordinate with the individual club and committees. Add their events to the calendar and assist with promotion of their activities.
- (e) Perform such duties as may be assigned by the President

F. Business Committee Director shall

- (a) lead the Bulgarian Business Owner's Club.
- (b) assist the Events Director in fundraising activities.
- (c) Encourage Bulgarian owned businesses in the region to become business members of TBCC.
- (d) Perform such duties as may be assigned by the President

G. Media Director

- (a) maintain and update social media presence for TBCC.

- (b) create a periodical newsletter emailed to members.
- (c) maintain and update website for the center.
- (d) Perform such duties as may be assigned by the President

Section 7.5 Compensation.

Board members, as such, shall serve without compensation, but shall be reimbursed for expenses actually and reasonably incurred on behalf of TBCC.

Section 7.6 Resignation.

Any Board member may resign from a committee of the Board, or the Board itself, by giving written notice to the President or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or any later date specified in the notice and, unless a request therefore is made in the resignation, the acceptance of such resignation shall not be necessary for the resignation to be effective.

Section 7.7 Removal.

A Board member may be removed from the Board, but only for cause as determined by the Board by an affirmative vote of at least two-thirds of the Board members present at a meeting of the Board, given a quorum is met. For purposes of this Section, "cause" includes, but is not limited to, excessive absenteeism of missing 3 or more meetings in a year, failure to support the mission of the Center or decisions of the Board, failure to maintain the confidentiality of confidential Board information, or conduct otherwise prejudicial to the best interests of the School. Board action to remove a Board member is not valid unless each Board member is given seven (7) days' written notice that the matter will be voted upon at a Board meeting or unless notice is waived.

Section 7.8 Records

All officers and all committee chairs shall deliver all records, files, and properties of the club to their successors within one month after retiring from office unless otherwise directed by the President.

Article 8. Committees and Clubs

All committees shall operate independently with their own budget, and bank account and provide the ledger to the treasurer for IRS reporting.

Section 8.1 Bulgarian Language School Elin Pelin.

- (a) The school committee shall be led by the elected Principal of the school.

Section 8.2. Bulgarian Business Owners Club (BBOC)

- (a) The BBOC shall be led by the Business Membership Director.

Section 8.3. Cultural Committee

- (a) The Cultural Committee shall be led by the Events Director.

Section 8.4 Clubs

- (a) Individual clubs may be initiated and led by any member of the Foundation.
- (b) A TBCC club shall have all its participants pay annual membership to TBCC.
- (c) A TBCC club may use TBCC premises for any activities (including spaces that TBCC leases), or its surrounding areas (picnic tables used by the group that plays cards), may use TBCC Community email list to market and promote its activities, and if wishes, may be included in the monthly newsletter. Clubs must follow contract rules regarding the use of the spaces.
- (d) The Events Director with the Media Director shall assist the clubs with promotion of their events, fundraising and adding their meeting to the main calendar.
- (e) If money are needed for activities the club may submit a request to the Board of Directors. If collecting funds from participants, it must be decided by the Board how the funds to be accounted for. The club may contribute the collected funds directly to the main TBCC account or it may start its own ledger and bank account. In the latter option the club must send regular reports to the treasurer for IRS filing. If a club is dissolved the funds must be moved to the TBCC main bank account with the assistance of the Treasurer.

Section 8.4 Special Committees and Clubs

The president may appoint special committees deemed necessary to carry out the work of the center that shall serve for the length of time required to complete their work, provided such time is limited to the term of the appointing President.

Article 9. Meetings of the Board of Directors

Section 9.1 Time, Place and Notice of Meetings.

The Board of Directors shall hold meetings on a monthly basis at a time and place determined by the President or as determined on the last meeting. The President may cancel a meeting if quorum is not expected in writing by email to all board members.

Section 9.2 Notice of Meetings.

Notice of meetings of the Board of Directors shall be given to each Board member at least one week in advance. Notice to each Board member shall be given over email or telephone.

Section 9.3 Special meetings.

Special meetings of the Board of Directors may be called by the President on two days' notice by email.

Section 9.4 Quorum.

Quorum shall be 50% plus one of the Board.

Section 9.5 Board Decisions.

Each Board member shall have one vote. The act of a simple majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Article 10. Contracts and Major Expenditures

With the approval of the Board, the President or Treasurer shall be authorized to enter into all contracts on behalf of the Foundation. All contracts and major expenditures with a value greater than \$250 and not covered by the budget shall be approved by the board members at a regular board meeting.

Article 11. Amendments

Section 11.1 Presentation.

These bylaws may be amended or replaced at a board meeting, provided they have been presented to the board for approval at least one month before the Board approval date.

Section 11.2 Voting.

These bylaws shall be amended or replaced by a two-thirds vote of the board present, given quorum is met and shall be effective upon adoption.

Article 12. Parliamentary Authority

Robert's Rules of Order shall govern the Foundation in all matters of procedure that are not covered by these by-laws. A parliamentarian may be appointed by the President, to assist the President at all Board and club meetings and shall serve as the final arbitrator for rules enforcement and interpretations when procedural issues arise.

Article 13. Indemnification

Section 13.1 No Personal Liability

The Board members of the foundation shall not be personally liable for its debts, obligations or liabilities. To the fullest extent permitted by applicable law, the Foundation shall indemnify and hold harmless each Board member and officer and any former Board member or officer against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or

proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to (1) any person's breach of such person's duty of loyalty to the Foundation, (2) any act or omission by such person not in good faith or which involved intentional misconduct or a knowing violation of law, or (3) any transaction from which such person derives an improper personal benefit. Such indemnification shall not be exclusive of any other rights to which such person may be entitled under applicable law, the Articles of Incorporation or any bylaw, agreement, vote of the Board, or otherwise.

Article 14. Discrimination Prohibited

In administering its affairs, the Foundation shall not discriminate against any person on the basis of race, creed, ancestry, color, national origin, religion, ethnic origin, age, sex, sexual orientation, marital status or disability.

Article 15. Dissolution

Section 15.1 Process

Notwithstanding any other provision of these Bylaws, no Board member, Officer, employee, agent, or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under the Internal Revenue Code and its regulation as they now exist or as may be hereafter amended. The corporate existence of the Foundation may be dissolved by a two-thirds vote of the entire Board at any meeting, after notice as set forth in Article 9. In the event of the dissolution or final liquidation of the corporate existence of the Foundation, none of the property of the Foundation nor any of the proceeds thereof shall be distributed to or divided among any of the Board members of the Foundation or inure to the benefit of any individual. After all liabilities and obligations of the Foundation have been paid, satisfied and discharged, or adequate provision has been made therefore, all remaining property or assets of the Foundation shall be distributed to one or more nonprofit organizations which meet the following criteria:

- (a) such organizations shall be organized and operated exclusively for charitable, scientific, research, or educational purposes;
- (b) transfers of property to such organization shall, to the extent then permitted under the laws of the United States, be exempted from federal gift, succession, inheritance, estate, or death taxes (by whatever name then called); and
- (c) such organization shall be exempt from federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code (or of the corresponding provision of any subsequent federal tax law).

Triangle Bulgarian Cultural Center Appendix A

1. School Governance Charter

(Board vs. School Authority)

Bulgarian Cultural Center and Language School Governance Charter

1. Purpose

This Governance Charter defines the **roles, responsibilities, and authority** of the Board of Directors and the Bulgarian Language School administration to ensure effective operation of the school and compliance with nonprofit governance standards.

2. Organizational Structure

The organization consists of two primary governing layers:

1. **Board of Directors** – responsible for strategic and legal oversight
2. **School Administration** – responsible for academic operations

The school operates under the nonprofit organization governed in accordance with the **North Carolina Nonprofit Corporation Act**.

3. Authority of the Board of Directors

The Board of Directors is responsible for **governance, oversight, and strategic direction**.

The Board shall:

Governance

- Maintain and enforce organizational bylaws
- Approve strategic plans
- Establish organizational policies

Financial Oversight

- Approve annual budgets
- Monitor financial health
- Ensure compliance with nonprofit reporting obligations to the **Internal Revenue Service**

Leadership

- Hire and evaluate the School Director
- Approve major staff positions
- Set compensation policies

Legal Compliance

- Maintain nonprofit compliance
- Ensure proper insurance coverage
- Adopt child protection policies

Program Oversight

- Approve major academic programs
- Ensure alignment with the cultural mission

4. Authority of the School Director

The School Director is responsible for **day-to-day management of the Bulgarian Language School.**

The School Director shall:

Academic Management

- Develop curriculum
- Place students in appropriate classes
- Supervise teachers
- Evaluate educational outcomes

Staff Management

- Recruit and recommend teachers
- Manage teacher schedules
- Conduct performance evaluations

School Operations

- Manage the school calendar
- Communicate with parents
- Organize student events

Reporting

The School Director reports to the Board and provides:

- Academic updates
- Enrollment reports
- Operational needs

5. Authority of Teachers

Teachers are responsible for:

- Instruction
- Classroom management
- Student assessment
- Communication with parents through the School Director

Teachers report to the **School Director**, not directly to the Board.

6. Parent Advisory Council (Optional)

A Parent Advisory Council may be formed to:

- Provide feedback
- Assist with events
- Support fundraising

The council **does not have governance authority.**

7. Conflict Resolution

Operational conflicts should be addressed in the following order:

1. Teacher → School Director
2. School Director → Board
3. Board → Final determination

8. Amendments

This charter may be amended by a **majority vote of the Board of Directors.**