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## HEC Bylaws

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### **HELLENIC ELECTRONIC CENTER (HEC), Inc.** A NON-PROFIT CORPORATION

Federal Identification Number: 51-0377653

Determination letter issued by Internal Revenue Service (IRS) in April 1997  
granted exemption from US Federal income tax under section 501(c)(3).

[www.Greece.org](http://www.Greece.org)

[www.ehk.gr](http://www.ehk.gr)

10201 Grosvenor Place, STE 614, N. Bethesda, MD 20852

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“Be it resolved that the revised HEC Bylaws be approved and adopted with a minimum 2/3 majority by the Executive Council and that the revised HEC Bylaws replace any previous version. Upon a 2/3 majority vote, the revised HEC Bylaws become the rules that guide and define the character and the operation of the HEC ([www.greece.org](http://www.greece.org)). All previous versions of the revised HEC Bylaws are immediately null and void. Within 72 hours of the vote, the revised HEC Bylaws will be placed on the website. The revised HEC Bylaws will be communicated to the government bodies regulating corporations of the State of Delaware.”

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***Executive Council:***

*Helen Bomis, Mario Chinas, Terry Dritsas, Anna Lawless (Director), Stelios Manias,  
Nico Michael, Gus Stamatis, Fotini Vasileiou, Thanos Voudouris (Director)*

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## Document History

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03	Revision 3 – Define Directors, Members, and Election process	08-Oct-2010	Thanos Voudouris and Executive Council members
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# HEC Bylaws

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## Article 1 – NAME OF ORGANIZATION

**Hellenic Electronic Center (HEC), Inc.**, hereinafter called the Center.

Web addresses:

- a) Hellenic Electronic Center: [www.greece.org](http://www.greece.org)
  - b) Ελληνικό Ηλεκτρονικό Κέντρο: [www.ehk.gr](http://www.ehk.gr)
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## Article 2 – PURPOSE AND SCOPE

### Section 1 – Purpose

The purpose of the Center is to organize, house and distribute historically, and academically, accurate information regarding all aspects of the Hellenic (Greek) civilization, past, modern, and future, worldwide through electronic communications networks; particularly, through the Internet. The Center's purpose expands to provide Internet hosting services to other non-profit organizations, as well as other Internet related services, and participate in various projects related to Hellenism. The Center has, therefore, established computer servers under the domain names [www.greece.org](http://www.greece.org) (English) and [www.ehk.gr](http://www.ehk.gr) (Greek).

### Section 2 – Organization Status

The Center is a **non-profit organization 501(c)(3)** (US Federal ID: 51-0377653) registered in the State of Delaware of the United States of America. The Center is a non-partisan organization, without any preference, or affiliation for any given politically-aligned ideology or political party. All Center volunteers and officers are working strictly voluntarily and without any monetary compensation for their efforts. Funding of the Center is described in these Bylaws (Article 12 – Funding).

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## Article 3 – MEMBERSHIP

Members participate as volunteers and agree to require no payment for contributed labor, services or overhead by the Center. Members are subjects to the qualifications and limitations of the present Bylaws, Addenda, and the Center's Guide & Regulations.

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## **Article 4 – MEETING OF MEMBERS**

The nature of the modern communications media over the Internet allow the Members to communicate, manage, and work on all aspects of the Center's operations from anywhere in the United States of America or abroad. Meetings shall be conducted via the Internet. Annual and occasional meetings at a single physical location are also possible, but not obligatory, and subject to the decisions of the Governing Body, as defined in these Bylaws.

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## **Article 5 – ORGANIZATION OF THE CENTER**

### **Section 1 – Executive Council**

The Executive Council (EC) is the governing body of the Center. The management of the Center, its properties, and affairs are vested in the Executive Council, hereinafter also called the Council.

### **Section 2 – Members**

Members are individual volunteers or organizations who collaborate with the Center.

### **Section 3 – Addenda**

The Addenda is a supplement document to the Bylaws. Each individual Addendum described in the Addenda, is to further explain and provide procedural functionality for performing various functions of the Center based on the Bylaws.

### **Section 4 – The Guide Book and Center Regulations**

The Center's Guide & Regulations is a separate document. The purpose of this document is to educate the Members about the Center, and be used as a Guide to Center's purpose, functions and operations.

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## **Article 6 - EXECUTIVE COUNCIL**

The total number of the Council seats shall be no more than thirteen (13).

### **Section 1 – Eligibility**

At least one year of proven service to the Center is required before a Member becomes eligible for a nomination to a seat in the Council (Article 9 – Council Appointments).

## **Section 2 – Scope of Duties**

The Members of the Council shall be responsible for enacting and enforcing the Bylaws of the Center, and ensuring that the Directors as well as the fellow Council Members perform their duties according to the letter and the spirit of the Bylaws. The Council shall be responsible for writing the annual plans of the Center and for approving an annual budget. The Council appoints the Directors, Secretary, Treasurer, and any other qualified position, including the formation of Committees. The Council bears a fiduciary duty before the Center and must put forth a reasonable effort to carry out the Center's operation. Members of the Council shall comply with any results of the vote of the Council or the Members and shall provide their labor to assist in the normal operation of the Center. Council Members participation in the daily activities of the Center is crucial and mandatory.

- a) Board Meetings – Official meetings are held monthly on the 2<sup>nd</sup> weekend of each month. All Council Members are required to attend unless they are being excused due to other personal commitments. Members missing five (5) Board meetings in a calendar year, (without excuse) will be subject to disciplinary actions and even termination from their Council seat.
- b) Voting – The Council votes on regular basis for any matter related to management of the Center via a Motion process initiated by any Council member. See Addendum 4 – EC Voting.
- c) Voting participation – The Center's decision-making process is carried out via Council votes. All Members of the Council must participate in the Council decision process for various matters. Members missing three (3) consecutive vote calls will be subject to disciplinary actions.
- d) General participation – All Members of the Council must be active participants in the daily operations of the Center. Chronic non-participation is grounds for disciplinary actions and dismissal from the Council and any position of Committee membership.
- e) Compliance – Chronic non-compliance with the Council's decisions or the letter and spirit of the Center's Bylaws is grounds for removal of a Director's title and even termination a Council Member's assignment and membership.

## **Section 3 – Scope of Authority**

The Council can bring up any issue for vote by the Council. It has the right to call the Directors into an examination of their conduct, performance on major administrative issues, and the handling of the Center's finances.

## **Section 4 – Appointments**

The Council appoints HEC Members to hold a seat on the Council. (Article 9 – Council Appointments).

## **Section 5 – Term of Office**

Term of office defines how long a Council member can hold a Council seat.

- a) Duration – A Council Member can hold the Council seat as long he or she is willing and as long he or she conforms to the requirements of the Council.
- b) Leave Of Absence (LOA) – Any Council member can ask for a LOA. Maximum allowed LOA is six months.

## **Section 6 – Restrictions and Safeguards**

Adhering to the Center’s Purpose and Scope (Article 2), in being independent and diversified, only one Council position can be held at any given time by any person who also belongs or holds office (conflict of interest) to same group or organization outside the Center.

All newly invited Council Members shall serve a 6 month probationary period. Exactly at six months after the appointment, the full Council will convene to vote and approve (lift the probation) or disapprove and disqualify the Member from the Council. Two thirds of the vote is required for final approval.

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# **Article 7 - DIRECTORS**

Directors are Council Members and part of the 13-seat Council. Directorship is an administrative function “title” for within the Council, rewarding Council Members for their continuous service to the Center, and bear additional responsibilities as described herein.

## **Section 1 - Eligibility**

Only Council Members in good standing can earn the title of Director. Due to the nature and responsibilities of a Director all candidates must agree and comply with the Scope and Duties of directorship.

Council Members with at least five (5) years of continuous and uninterrupted service in the Council can nominate themselves or another Member for the Director's title. At least two thirds of the total Council vote is required for a Council Member to become Director.

Council members with fifteen (15) or more years of service in the Council can become directors, provided they agree and comply with the Scope and Duties of directorship.

## **Section 2 – Scope of Duties**

In addition to the Scope and Duties described in Article 6, the Directors shall:



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- a) Be responsible for managing the Center according to the plans decided upon by the Council.
- b) Be expected to provide major service to the Center, over and above regular Council Members.
- c) Prepare and submit an annual budget to the Council for approval, and represent the Center in all legal matters.
- d) Be expected to lead by example in all aspects of honest and ethical conduct.
- e) Comply on requests of the Council for an examination of the Director's conduct or performance.

### Section 3 – Scope of Authority

Directors can assign committees consisting of Members of any rank to tasks. The Directors shall have the ability to declare a Motion, presented for voting in the Council, as of a decision of extreme importance. In this case, two thirds (2/3) of the actual vote of the Council (see Addendum 4 – EC Voting) will be required to ratify the Motion.

### Section 4 – Term of Office

A Director can hold the title as long as he or she is a Member of the Council. If a director takes a leave of absence of over six months, he or she can come back as Council Member – not as a Director.

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## Article 8 - MEMBERS

### Section 1 – Eligibility

A HEC Member is defined as any individual, irrespective of sex, age, race, color or creed. A notification of acceptance, or rejection, will be sent to each applicant upon review of the submittal of each application.

Anyone can apply to the Center in order to become a Member. The applicant must demonstrate dedication to and support of the advancement of the Hellenic civilization, and must provide evidence of service consistent with the purpose of the Center as specified in these Bylaws. Refer also to Addenda for Members & Membership.

### Section 2 – Scope of Duties

There are two types of Membership:

- a) Members – Individuals who volunteer consistently, or sporadically, or make annual monetary contributions.
- b) Associates – Organization, companies, etc. who provide sponsorship and/or cooperate and collaborate with the Center (see also Article 13 – Sponsors, and Article 15 – Associate Organizations).

Depending on the type of Membership, the scope of Members duties are described in the Addenda.

### **Section 3 – Scope of Authority**

Members can hold office in the Council of the Center and can nominate themselves for such position in accordance to these Bylaws and the regulations of the Center (see Article 9 – Council Appointments).

### **Section 6 – Term of Membership**

Membership to the Center has no term limits, as long the Member satisfies the eligibility membership rules, or resigns. The Council has the authority to terminate a membership.

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## **Article 9 – COUNCIL APPOINTMENTS**

Council seats are filled by appointments of the Council.

### **Section 1 - Nominations**

Any registered HEC Member or Council Member could propose a HEC Member of good standing to be invited for joining the Center’s Council. At least one year of proven service to the Center is required before a Member becomes eligible for a nomination to a seat in the Council.

### **Section 2 - Appointments**

The Council appoints HEC Members to hold a seat on the Council as follows:

- a) The Council reviews the proposed nomination and votes for the appointment.
- b) Two thirds (2/3) majority vote is required for approval.
- c) HEC Members are notified for the proposed appointment and they are asked to state if there is any reason for an objection of the appointee Member, in which case the EC will further review and take a new vote.

Upon approval, the Council extends an “invitation” to the proposed appointee Member and offers a seat in the Council. Refer also to Addenda for Council Invitation and Acceptance.

### **Section 2 - Eligibility**

The invitee for Council member shall have a proven record of participation in HEC’s activities as well as contributing consistently to the fundraising campaigns. Two thirds (2/3) of the Council vote is required for approval.

## **Article 10 – SECRETARY**

### **Section 1 – Appointment**

The Council shall appoint a Council Member to the post of the Center’s Secretary.

### **Section 2 – Duties**

The Secretary shall maintain the official records and books of the Center and conduct official correspondence. The Secretary will take notes and save all files of Board meetings of the Council.

### **Section 3 – Term**

The term of the Secretary is indefinite as long as the Council deems fit the performance of the person (Secretary).

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## **Article 11 – TREASURER**

Finances of the Center:

- a) All financial accounts (i.e. banking, PayPal) shall be registered in the Center’s name and with full account accessible rights of at least two Council members.
- b) All major purchases shall need Council approval.
- c) All purchases and distribution of monies are required to be recorded and the invoice of each transaction shall be archived.

### **Section 1 – Appointment**

The Council shall appoint a Council Member to the post of the Center’s Treasurer.

### **Section 2 – Duties**

The purpose of the Treasurer is to keep the Center's accounting records, and financial assets; to provide regular reports to the Members regarding the financial status of the Center; to maintain a record of all transactions of the Center; to prepare tax related reports and documents; and to authorize the dispensing of payments of the Center.

### **Section 3 – Authority**

The Treasurer cannot dispense any moneys without the approval of the Council.

**Section 4 – Term**

The term of the Treasurer is indefinite as long as the Council deems fit the performance of the person (Treasurer).

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**Article 12 – FUNDING**

The Center will regularly seek funding by initiating fundraising drives in accordance with its rights as a non-profit organization of the United States of America via promotional campaigns around the world and through several legitimate means. The funds will be used to cover costs as identified in the Annual Center’s budget. Individual sponsors and contributors are expected to be the Center's source of funds. See Addendum 6.

**Section 1 – Scholarships, Donations and Sponsorships**

The center could use some of its budget in support of scholarships, projects or in support of other organizations.

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**Article 13 – SPONSORS**

Sponsors are individuals or organizations who are dedicated to the mission of the Center and want to help the Center financially. Sponsors can make monetary donations and/or provide free or at reduced rate services to the Center. In return, the Center shall recognize the sponsors' contributions by reserving a special space for permanent posting of the sponsor's name, and, if applicable, the nature of the contribution, and other pertinent information. See Addenda for further details.

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**Article 14 – HIRING AND VOLUNTEERING**

The Center's personnel are exclusively volunteers. However, some of the services may need to be contracted out, when necessary; for example, maintenance of the Information Technology (IT) systems, legal matters, financial, etc.

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## **Article 15 – ASSOCIATE ORGANIZATIONS**

### **Section 1 – Definition**

Associate Organizations are other organizations with similar mission to the Center's mission. The Center can collaborate with the Associate organizations on various projects related to the Hellenism. See also the Addenda for further details.

### **Section 2 – Application**

Any organization, institution, or individual whose mission is related to the Hellenic civilization, and whose mission is not in conflict with these Bylaws or the regulations of the Center, can apply to become an Associate of the Center.

### **Section 3 – Eligibility**

Two thirds (2/3) of the Council vote is required for approval.

### **Section 5 – Neutrality**

The Center shall maintain neutrality to possible differences of opinion among Associates.

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## **Article 16 – REPRESENTATIVES / CONSULTANTS**

### **Section 1 – Definition**

The Representatives and Consultants, hereinafter Representatives, will be designated representatives of Associate organizations and other skilled individuals who will voluntarily offer advice to the Center. The Representatives can also serve as liaisons of the Associate Organizations with the Center.

### **Section 2 – Rules of Conduct**

The Representatives shall not require payment for their labor, service or overhead costs in relation to their advising the Center. The Representatives must not attempt to influence the Center in a manner inconsistent with the letter and the spirit of these Bylaws and the regulations of the Center. The Center shall not be bound by the suggestions of the Representatives and it reserves the right to terminate the assignment of any Representative and at any time.

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## **Article 17 – RIGHTS AND DISCLAIMERS**

### **Section 1 – Copyright**

- a) The Center reserves all its rights on all material it publishes on its websites or print, and all the products it creates within the copyright laws of the United States of America.
- b) Any material that is submitted by a HEC Member or an individual, and it is published on the Center's websites is also considered HEC's copyrighted material.
- c) Any individual or organization submitting material to the Center for publication or distribution must certify that the material in question is not intellectual property of anyone else, and that the individual or organization shall protect the Center from liability in the case of legal action initiated as a result of publication or distribution of the material in question.
- d) If the Center creates a product on behalf of, or in collaboration with an Associate the Center reserves all its rights under the copyright law.
- e) The Center, upon request from a third party can issue permission for use of specific Center's material. Such request shall be submitted to the Council in writing, and the Council shall review and vote for approval.

### **Section 2 – Suspension and Termination of Services and Collaboration**

The Center reserves the right to suspend or terminate the whole or part of its services to, or collaboration with, an Associate organization or individual for any reason it deems significant. For instance, the Center has the right to suspend publication of material inconsistent with its mission, objectives and goals, any time it becomes aware of such material.

### **Section 3 – Warranties**

WARRANTIES – ANY SERVICE OR PRODUCT WHICH THE CENTER OFFERS IS OFFERED AS IS. NO WARRANTY IS MADE WITH RESPECT TO THE ACCURACY, QUALITY AND USEFULNESS OF THE INFORMATION CARRIED, OR QUALITY AND USEFULNESS OF THE TECHNICAL SUPPORT THE CENTER OFFERS, OR QUALITY AND CONTINUITY OF THE SERVICE OR COLLABORATION THE CENTER OFFERS. THE CENTER DISCLAIMS ALL WARRANTIES, EITHER EXPRESS OR IMPLIED AND IN NO EVENT SHALL THE CENTER BE HELD LIABLE FOR DAMAGES INCLUDING DIRECT, INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR LOSS OF BUSINESS PROFITS OR DAMAGES.

### **Section 4 – Direct and Indirect Liability**

The Center or its individual Council Members shall not be held liable for any harm caused by the inaccuracy of information or any defects of the products carried. Before an

individual or organization accepts services or products from the Center, they must agree not to hold the Center liable for any damages as a result of product defects, or as a result of legal action by affected third parties. In addition, the opinions expressed through the Center's media are those of the individuals and organizations expressing them and not necessarily those of the Center, its management or its volunteers. Individuals and organizations are required by the Center not to hold the Center liable for damages to a third party as a result of use by the third party of a service or product sold or distributed for free by the Associate organizations.

### **Section 5 – Refunds**

The Center will not refund or return any monetary or non-monetary contribution to a Sponsor or Associate.

### **Section 6 – Disclaimer**

The opinions expressed in emails or other communications, are those of the author(s) and not necessarily those of HEC.

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## **Article 18 – ETHICS AND THE CENTER**

### **Section 1 – Guidelines**

Ethical conduct is judged according to the organization practices and laws of the United States of America.

### **Section 2 – Members, Sponsors, and Associates**

The Executive Council Members, including the Directors, and other Members are required to exercise the highest degree of ethical conduct as defined by the rule of reason in relation to the letter and spirit of these Bylaws and the regulations of the Center. The Center's sponsors must in no way influence the decision making and the course of the Center in a manner that compromises its mission. Organizations consuming the services of the Center or collaborating with the Center must in no way influence the decision making of the Center in a way that compromises its mission. The Center reserves the right to terminate services to, and collaboration with, an organization on the grounds of unethical conduct of the organization's administrators and Representatives.

### **Section 3 – Disclaimer**

The Center provides the means for development of various Projects. The Projects that are to be considered by HEC and this definition is not limited in ideology. Therefore, it must be stated that the views and positions of HEC Projects do not necessarily reflect those of HEC in its entirety, and as a whole. HEC makes no explicit endorsement of the activities

of a Project. Moreover, the opinions expressed by the Projects are not necessarily the opinions of HEC in its entirety, nor does HEC wholly endorse the opinions of a Project.

Most of the Center's communications are conducted via email between the members. The opinions expressed are those of the author(s) and do not necessarily express those of HEC.

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## **Article 19 – FISCAL YEAR**

The Center's fiscal year shall be the calendar year.

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## **Article 20 – DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court or the Delaware.

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## **Article 21 – AMENDMENT PROVISION**

The Center has the right to amend the Bylaws. Two thirds of the actual vote of the Executive Council is required for such amendment to take place.

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## **Article 22 – REFERENCES**

- 1) HEC Addenda document
- 2) HEC Guide & Regulations document