

NATIONAL ALBANIAN REGISTRY, INC.

# Bylaws

*A New York Nonprofit Corporation*

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Ratified May 11, 2026

Version **v1.0-2026-05-06-b630d5d**

Last amended April 30, 2026

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## **Preamble**

The National Albanian Registry was built between January and April 2026 by the following eight Albanian Americans, who serve as the initial managing board and propose these bylaws for ratification under the Article X bootstrap clause:

- **Ervin Toro** — Founder & President
- **Erold Merko** — Treasurer (Michigan)
- **Nalvi Duro** — Secretary (Florida)
- **Iliriana Sela** — Director of Community Outreach (National)
- **Marsel Alickolli** — Outreach
- **Esti Gajda** — Operations
- **Leart Ulaj** — Operations
- **Enri Zhulati** — Product & Web

## Article I — Purpose, Definitions, Principal Office

**§1. Purpose.** The National Albanian Registry is a 501(c)(3) nonprofit operating a community-led census of Albanian Americans in the United States. We hold registrant data in trust, on behalf of the community, for two purposes only: aggregate community statistics published in our annual Impact Report, and (with explicit opt-in) connecting community members to regional ambassadors and partner organizations. The data is never sold, never shared with any government agency, never used for advertising targeting, never matched against political campaign databases.

**§2. Definitions.** "Governance action" or "`gov_action`" means a board action, recorded in the Corporation's audit-log system or in equivalent written-consent records, that follows the propose → vote → execute → archive lifecycle defined in Article IV. Where the audit-log system is unavailable, a written record signed by the recording Secretary and the proposing director is equivalent for the purposes of these bylaws and any external proceeding. "Audit-log system" means the Corporation's append-only record of all consequential governance actions and approvals, secured at the database layer such that no record can be modified or deleted after it is written. "Active managing-board admin" means a managing-board admin whose status is `active` at the moment a given action is filed. "N" means the count of active managing-board admins at the moment a given `gov_action` is filed.

**§3. Principal Office.** The principal office of the Corporation shall be located in the State of New York. The Board of Directors may relocate the principal office by resolution. The Corporation shall maintain a registered agent in the State of New York as required by law.

## Article II — Member tiers

There are two governance tiers:

1. **Admin (managing board)**. Standard operating authority. Removable by a 2-of-N managing-board vote with documented cause. The eight people named in the Preamble and any future admins hold this tier.
2. **Observer (advisory board)**. Read-only access plus voting rights on data-usage policy changes, bylaws amendments, and dissolution. Held by advisory-board members who participate in policy decisions but do not operate the platform.

There are no special tiers, no founder seats, and no lifetime appointments. **Officers and operations members hold equal admin tier** — one vote per action, identical removal threshold. Any admin may be removed for documented cause; no admin may be removed without it.

## Article III — Officers + self-resignation

The 501(c)(3) requires elected officers with fiduciary responsibility. NAR maintains four:

- **President** — public face, signs contracts, calls meetings
- **Treasurer** — financial oversight, files Form 990
- **Secretary** — keeps the audit log, ratifies decision records
- **Director of Community Outreach** — ambassador program, regional chapters

Officers serve four-year terms. Elections are held by managing-board majority. The inaugural slate (Ervin / Eroid / Nalvi / Iliriana, ratified May 1, 2026) serves through May 1, 2030. Officer status is independent of the admin tier — every officer is also an admin, but not every admin is an officer. An officer can be removed early via gov\_action with managing-board majority + documented cause.

**The Secretary's procedural role:** may flag a decision as "requires re-vote" if procedural requirements weren't met (missing rationale, missing required signers, expired window). This is a procedural check, not a substantive veto — the original decision can be re-filed with the procedural defect cured.

**Self-resignation:** any admin may self-resign at any time by filing a self-resignation gov\_action. Self-resignation auto-executes without 2-of-N approval, but is logged with notification to all admins. No one can be blocked from quitting. Officer status is shed automatically on self-resignation; the role becomes vacant until the next election.

## Article IV — Decision rules + quorum

Sensitive operations require multiple signatures, recorded in software with timestamps and signers. No admin can execute the following actions unilaterally; the thresholds are:

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### SCHEDULE OF APPROVAL THRESHOLDS

<b>Operations</b> <i>Content publishing, transactional emails, single-page edits.</i>	Any one admin · audit logged
<b>Add a new admin</b>	2 of N existing admins
<b>Mass-email registrants</b> <i>A single compromised admin account cannot blast the registry.</i>	2 of N
<b>Press release naming individual registrants</b>	2 of N + named-person consent
<b>Remove an admin</b>	2 of N + documented cause (Art. V)
<b>Change officer roles</b>	2 of N managing-board
<b>Change data-usage policy</b>	2 of N managing + ≥51% advisory
<b>Amend the bylaws</b> <i>See Article X for bootstrap clause until advisory is seated.</i>	2 of N managing + 75% advisory
<b>Dissolve the organization</b> <i>See Article IX.</i>	2 of N managing + 80% advisory

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#### Quorum and definitions:

- "N" = the count of admin-tier members whose `status='active'` at the moment the `gov_action` is filed. Disabled or pending rows don't count.
- "Majority" = strictly more than half. With 8 admins, majority = 5; with 4 admins, majority = 3.

- **"Advisory percentages"** (51%, 75%, 80%) refer to *seated and voting* advisory members, with a **50% participation floor** — at least half of seated advisory must vote on the action for the result to bind. If participation is below 50%, the vote is treated as inconclusive and the action expires.
- The proposer of an action **cannot** count as one of the required signers on their own proposal. "2 of N" means 2 admins *besides* the proposer.
- Actions expire after 14 days if not approved or rejected. Expired actions can be re-filed.

**Audit log immutability:** the audit log is append-only at the database layer — no admin can rewrite history, including a superuser. Historical entries cannot be edited or deleted via the application or via direct database access; corrections are added as new entries that supersede prior ones. Changing this property requires a schema migration, which is itself audit-logged.

**Emergency-action clause:** when an active incident threatens registrant data — a security breach, an in-progress unauthorized email send, a compromised admin account — any single admin may take unilateral defensive action (revoke a session, freeze sending, rotate credentials, disable a compromised account). Such actions are logged immediately and must be ratified by 2 of N within 72 hours, or they auto-revert.

**§7. Written-consent override.** Any action required or permitted to be taken by the Board may be taken without a meeting if the action is documented in the Corporation's audit-log system (or equivalent written record) and the threshold required by this Article IV (and Article IV-A where applicable) for that action type is met. **This provision overrides the default rule of unanimous written consent** under New York Not-for-Profit Corporation Law §708(b). The Board shall confirm that the Certificate of Incorporation contains a matching authorization to permit less-than-unanimous written consent; if the Certificate does not yet contain such authorization at the time of these bylaws' ratification, the Board shall promptly file a Certificate amendment to align the two documents, and shall not rely on this §7 for any action requiring written consent until that alignment is filed.

**§8. Proposer's affirmative vote.** For actions whose required threshold equals the count of admins eligible to vote (i.e., unanimous-of-N), the proposer's filing of the action constitutes their affirmative vote, consistent with standard parliamentary practice. The threshold is met when all OTHER active managing-board admins also approve. This §8 is a clarification of the §1 rule "the proposer cannot count as one of the required signers on their own proposal" — that rule is read together with this §8 to mean: for "X-of-N" thresholds where  $X < N$ , the proposer is not one of the X; for "N-of-N" (unanimous) thresholds, the proposer's filing IS their affirmative vote and only the remaining N-1 admins must separately approve. This avoids the absurd result of an unreachable unanimous threshold.

## Article IV-A — Advisory consent procedure

This article defines how the Advisory Board casts its vote on the actions enumerated in Article IV that require advisory concurrence (data-usage policy change, bylaws amendment, dissolution).

**§1. Parallel-denominator design.** Advisory votes run in a parallel denominator from the managing-board vote — the two are never summed. A given action requires the managing-board threshold AND the advisory threshold to clear independently. Advisors do not vote within the "2 of N managing" denominator and do not displace any managing-board vote.

**§2. Per-advisor casting.** Each advisor casts an individual vote on each action requiring advisory concurrence. Votes are not aggregated into a single "collective" vote on behalf of the advisory body. Each vote is recorded with the advisor's name in the audit log.

**§3. Supermajority thresholds.** The advisory-side threshold is calculated as a percentage of votes cast among voting advisors:

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<b>Change data-usage policy</b>	≥51% of voting advisors
<b>Amend the bylaws (non-sticky)</b>	≥75% of voting advisors
<b>Amend a sticky provision</b>	100% of voting advisors (with 100% managing per Article X §4)
<b>Dissolve the organization</b>	≥80% of voting advisors

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**§4. Participation floor.** At least 50% of seated, active advisors must vote on the action for the result to bind. If participation is below 50%, the vote is treated as inconclusive and the action expires regardless of the percentages cast.

**§5. Non-fiduciary firewall.** Advisory members are not directors of the Corporation under New York Not-for-Profit Corporation Law and do not carry the duty of care, duty of loyalty, or duty of obedience. Their participation in the votes enumerated in §3 is a structural gating function on substantive change to the Corporation, not director-level fiduciary action. Advisors are reported on Form 990 Part VI consistent with this distinction.

**§6. State-tier scoping.** Where the Corporation operates state-level advisory councils, an action with state-only scope is consulted only with the advisors seated on that state's advisory council. National actions (bylaws amendment, dissolution, organization-wide data-usage changes) are consulted with all seated advisors.

**§7. Recusal.** An advisor with a disclosed conflict of interest under Article VI recuses on a per-action basis. A recused advisor is removed from both the numerator and denominator of the advisory threshold calculation for that action.

**§8. Written consent.** Advisory votes may be cast by written consent (electronic or physical signature on the gov\_action) in lieu of a meeting. The 50% participation floor (§4) applies to written-consent votes.

## Article V — Cause + whistleblower

When a removal action requires "documented cause," the rationale field on the gov\_action must reference at least one of the following, with evidence:

- Conviction of a felony involving fraud, theft, or breach of fiduciary duty
- Documented misuse of registrant data (sharing without authorization, secondary commercial use, etc.)
- Sustained absence — six consecutive months without communication or response, with no documented health emergency or sabbatical leave
- Material breach of code of conduct, with documented evidence (e.g., harassment finding from a third-party investigator)
- Conflict of interest the member has declined to recuse from after being asked, where that conflict has resulted in tangible harm to the organization (see Article VI)
- **Bad-faith filing of a removal action.** When an Article XIV §2 investigator panel finds cause "not supported" *and* further finds that the proposer knew, or should have known, that the cause was unsupported at the time of filing, the proposer's filing is itself documented cause for removal of the proposer.

Personal disagreement, divergence of opinion on strategy, or interpersonal friction are **not** valid cause for removal. These bylaws are written to make removal on those grounds procedurally impossible.

**Whistleblower protection:** reporting in good faith — suspected fraud, data misuse, financial irregularity, conflict of interest, code-of-conduct violation — cannot itself be valid cause for removal. **Retaliation against good-faith reporters is itself valid cause for removal** of the retaliator. A "good-faith" report means the reporter genuinely believed the concern was real at the time of reporting; subsequent investigation finding the concern unfounded does not retroactively make the report "bad faith."

Reports may be filed via gov\_action with action\_type=whistleblower\_report (audit-logged but not surfaced to the subject of the report until investigation completes), or directly to **contact@albanianregistry.org**.

## Article VI — Conflict-of-interest policy

Every admin discloses any conflict of interest at the time of joining and annually thereafter. Conflict types we recognize:

- **Financial** — material ownership in any vendor, sponsor, partner, or potential donor. "Material" =  $\geq 1\%$  equity or  $\geq \$10,000$  in expected income/value.
- **Familial** — immediate family relationship with another admin, vendor principal, or named beneficiary. Disclose; recuse from votes affecting that party.
- **Business** — operating role in another organization that could be benefited or harmed by NAR decisions (competitor, partner, supplier, customer).
- **Political** — active candidacy or paid position in a political campaign, party, or PAC. Doesn't disqualify from being an admin, but requires recusal from any decision touching political activity.

**Recusal procedure:** when a gov\_action touches a disclosed conflict, the conflicted admin recuses — does not propose, does not vote, does not lobby other voters. Recusal is logged with the action.

**Annual disclosure:** every admin files a one-page COI disclosure on January 31 each year. New disclosures (e.g., taking a new outside role) must be filed within 30 days of the change. Failure to disclose is itself documented cause for removal under Article V.

**"Tangible harm" definition:** when Article V references "tangible harm" from an undisclosed or un-recused conflict, harm means a measurable adverse outcome to the organization — financial loss, reputational damage caused by media coverage, loss of partnership or grant, or a consent-decree or regulatory action. Hypothetical or potential harm is not "tangible."

## Article VII — Data is held in trust

Registrant data belongs to the community, not to the organization or any officer. The plain-English data promise is at **/privacy#our-promise**. The technical guarantees:

- Encrypted at rest (AES-256) in U.S. data centers — no foreign mirror, no offshore backup
- Self-service export, edit, and deletion via **/account**
- Certificates remain independently verifiable via **/.well-known/did.json** regardless of whether NAR's servers are running — your proof outlives the org. See **/certificate#verification**.

### Compelled disclosure (court order or subpoena):

- NAR will seek to **narrow the scope** of any compelled disclosure to the minimum required by law.
- NAR will **notify affected registrants** before any disclosure when not legally prohibited (e.g., a non-disclosure clause in the order). When prohibited, NAR will publish notification once the prohibition lifts.
- NAR will **publish a transparency report** annotating any compelled disclosure within 30 days of the disclosure, in aggregate form (number of requests, broad nature, scope).
- This commitment binds future leadership. Changing it requires a bylaws amendment under Article X.

## Article VIII — Intellectual property + infrastructure

All code, infrastructure accounts, domain registrations, brand assets, and intellectual property created in the service of NAR are the property of the 501(c)(3) entity, not any individual admin. As of the founding governance call, the following accounts are held by personal credentials and are subject to fiduciary transfer to the 501(c)(3) within **90 days of IRS confirmation** of tax-exempt status:

- GitHub organization (currently `ezhulati`)
- Vercel project, Supabase project, Resend domain, Stripe account, Cloudflare zone, domain registrar
- Codebase copyright (held by individual contributors, licensed/assigned to NAR upon transfer)
- Brand marks ("Count Me Albanian", "National Albanian Registry")

**Fiduciary custodian duty:** until transfer is complete, holders of personal accounts act as fiduciary custodians on NAR's behalf. They **cannot**:

- Block other admins' access to NAR-related repos, projects, or accounts without 2-of-N approval and documented cause
- Delete, archive, or transfer NAR-related code or data outside NAR without 2-of-N approval
- Use NAR credentials, brand, or relationships for personal commercial benefit

Violation of fiduciary custodian duty is documented cause for removal under Article V.

**Continuity:** the Treasurer maintains a current "infrastructure access list" — names of accounts, custodians, and emergency-access procedures — reviewed quarterly. The list itself is not public (security), but the existence and review cadence are.

## Article IX — Dissolution

If the 501(c)(3) winds down (loss of tax-exempt status, board decision, court order, etc.):

- Registrant data is deleted as part of dissolution. Never sold, never transferred to a successor entity, never made available to advertisers or governments.
- Donations remain on file for IRS reconciliation as required by law.
- Certificates remain independently verifiable via the public did:web key — the math doesn't depend on us continuing.
- **Asset distribution.** Upon dissolution, the Corporation's assets shall be distributed to one or more organizations qualifying as exempt under §501(c)(3) of the Internal Revenue Code, as designated by the Board of Directors at the time of dissolution. **If the Board fails to designate, assets shall be distributed by the court of competent jurisdiction in the county in which the Corporation's principal office is located, exclusively for §501(c)(3) purposes.**
- The codebase, in its final state at dissolution, is released under an open-source license (MIT or AGPL-3.0, decision deferred to advisory board) so the technical work survives the org.

## Article X — Amendments to these bylaws

**§1. Standard amendment threshold.** 2 of N managing-board approvals +  $\geq 75\%$  advisory-board approval per Article IV-A.

**§2. Bootstrap clause.** Until the national advisory board reaches twelve (12) seated and active members, bylaws may be amended by **six of the eight original board members** (75% of the original cohort) plus documented cause for the amendment. This bootstrap path expires automatically once advisory reaches 12 and is replaced by the standard threshold in §1. The bootstrap path does not apply to sticky provisions enumerated in §4 below; sticky provisions require 100% of seated admins plus a 60-day public comment period regardless of bootstrap status. The point: an emergency-onboarding shortcut cannot quietly weaken the constitutional commitments it was meant to protect.

**§3. Filing.** Amendments are filed as `gov_actions` with the `diff` visible in the rationale field. The decision log at **/admin/governance** records every amendment with a timestamp and the approval roster.

**§4. Sticky provisions.** The following provisions cannot be amended without 100% of seated admins (managing + advisory) plus a 60-day public comment period:

- The data-trust commitments in Article VII (registrant data is deleted, not transferred, on dissolution; subpoena disclosure procedure)
- The whistleblower protection in Article V
- The audit-log immutability in Article IV
- The removal due-process protections in Article XIV
- The audit-committee structure in Article XV

*These are foundational to the trust premise of the registry. Amending them away would require 100% of seated admins (managing + advisory) plus a 60-day public comment period.*

**§5. Board size.** The Managing Board shall consist of not fewer than eight (8) and not more than thirteen (13) directors, with the exact number set by Board resolution. The 8-director floor matches the founder cohort ratified at the Preamble; the Board's recruiting target is nine (9) directors, with a credible expansion path to 11 or 13 as advisory and committee pipelines mature. Adjustments within this range are made by a 2-of-N managing-board action without triggering the §1 amendment threshold; expansion above 13 or contraction below 8 is a bylaws amendment under §1.

## **Article XI — Records retention**

NAR maintains records to satisfy IRS Form 990 Part VI line 14 and operational continuity. Retention schedule:

- **Permanent:** Articles of Incorporation, Bylaws, Board minutes, audit-log entries, Form 990 filings, Form 1023 + IRS determination letter, dissolution records.
- **Seven (7) years:** financial statements, donor records, payroll records (if applicable), grant agreements.
- **Five (5) years:** tax-deductible-contribution acknowledgments, expense reports, executed contracts after termination.
- **Three (3) years:** routine email correspondence, ad-hoc internal memos, drafts (unless they document a board decision — in which case the final ratified document is permanent).

Records destruction follows the same schedule. The Treasurer or designate reviews records-retention compliance annually.

**Litigation-hold supersedes the schedule:** if NAR is on notice of pending litigation, regulatory inquiry, or compelled-disclosure request, ALL potentially responsive records are preserved indefinitely until the hold is lifted in writing.

This article cannot be reduced below the IRS-required minimum without an Article X bylaws amendment.

## Article XII — Code of ethics

All NAR admins (managing board + advisory) commit to:

1. **Mission first.** Decisions advance NAR's mission as defined in Article I — never personal interest, partisan agenda, or commercial benefit.
2. **Honest communication.** No deception in public statements, fundraising, donor relations, registrant communications, or board deliberations.
3. **Confidentiality where the bylaws require it.** Whistleblower reports (Article V), compelled disclosures under gag order (Article VII), and confidential personnel matters are not discussed outside authorized contexts.
4. **No personal benefit from NAR transactions.** No admin, family member, or business connected to an admin profits from NAR funds, contracts, or in-kind support — except for IRS-permitted reimbursements transparently disclosed.
5. **No personal use of registry data.** No admin — or family member or business connected to an admin — uses registrant data (names, emails, demographics, business listings, donor records, household-member information) for personal, business, or political purposes outside NAR's stated mission. This includes solicitation for personal businesses, partisan outreach, fundraising for unrelated causes, and any bulk export other than a registrant's own request. Aggregate statistics published in the annual Impact Report are exempt because they carry no individual identification. Violation is documented cause for immediate removal under Article V, confirmed by an Article XIV investigator panel.
6. **Full participation.** Active engagement in board meetings; abstention or recusal where conflicts apply.
7. **Respectful conduct.** No harassment, no retaliation against good-faith reporters, no discriminatory conduct against admins, registrants, partners, or the public.
8. **Speak up.** When you observe a violation by another admin, file a confidential whistleblower report (Article V) or address the matter through governance.

Violations are documented cause for removal under Article V. The board reviews this code annually as part of the COI re-attestation cycle (Article VI).

## Article XIII — Continuity + receivership

If the managing board can no longer make decisions, an independent professional pair takes custody for the narrow purpose of either restoring quorum or winding the org down cleanly. Stewardship is not governance.

**Trigger conditions.** Stewardship begins automatically when either is true:

- Active managing-board count drops below 4 (the Article IV quorum threshold),  
or
- The board fails to reach quorum on any properly-noticed governance call for 60 consecutive days.

**Emergency steward.** Named in advance via a `gov_action` of type `emergency_steward_designate` requiring unanimous active managing-board approval (during the Article X bootstrap window: 6-of-8 + 60-day public comment, because Article XIII is itself a sticky provision). The steward is a two-person professional pair: licensed counsel + CPA, neither connected to any seated admin. Steward authority is strictly limited to:

- Ministerial filings (CHAR500, Form 990, state registrations)
- Petitioning the NY Attorney General for receivership if recovery fails within 180 days
- Executing the Article VII data-deletion procedure if dissolution becomes inevitable

The steward CANNOT govern programmatically, transfer assets to anyone except a court-supervised receiver, edit registrant data, or speak publicly on NAR's behalf except to confirm stewardship status. Steward submits a time invoice at standard professional rates upon stand-down.

**Annual dead-man's-switch ping.** Every admin receives a once-yearly ping with the timestamp recorded. A 60-day non-response flips `admin_users.status` to `presumed_inactive`, which excludes the row from quorum counting but does not remove the admin and does not strip voting rights. The admin self-restores by signing in and acknowledging.

**Board-emeritus pool.** Former admins who departed in good standing — voluntary resignation, term-expired without removal-for-cause, or self-resignation under the Article III anti-prison clause — are maintained as a read-only roster (`gov_emeritus_admins`). Only the emergency steward may summon the pool. Their summoned authority is narrow: constitute an emergency quorum of **3 emeritus + 1 active = 4**, for the sole purpose of approving `admin_invite` actions to seat replacement admins. Once active count returns to  $\geq 4$ , emeritus are released and the emergency quorum dissolves. Emeritus cannot vote on substantive policy, cannot remove anyone, cannot execute amendments.

**Recovery + stand-down.** When active managing-board count returns to  $\geq 4$ , the steward submits a stand-down report to the audit committee (Article XV) and to the NY Charities Bureau, returns custody, and stands down. Stand-down is itself a `gov_action` of type `stewardship_end`, ratified by the now-restored quorum.

**If recovery fails after 365 days** of stewardship, dissolution under Article IX is triggered automatically by the steward (no further board approval is available). Article VII data-deletion executes. The codebase is published open-source. The final `audit_log` entry is the steward's stand-down report.

**Cost.** Stewardship invoices are paid from NAR's reserves. The Treasurer maintains a continuity reserve of at least 6 months of estimated stewardship invoices; the Article XV audit committee reviews adequacy annually.

**Sticky.** Article XIII cannot be reduced by amendment via the Article X bootstrap clause. Amending Article XIII requires **100% of seated admins + a 60-day public comment period**, regardless of advisory-board status. An emergency procedure cannot be quietly weakened by the same actors who would benefit from its absence.

## Article XIV — Removal due process

Removing a colleague is the highest-stakes decision the board can take. Article IV's "2 of N + cause" line is the floor; this article is the ceiling. It applies to every `admin_remove` action except those grounded in a felony conviction (where a court has already adjudicated the cause).

**§1. Cure period (30 days).** When an `admin_remove` action cites any cause from the Article V enum other than a felony conviction, no vote may be cast for 30 days from filing. During the cure window:

- The target receives full notice of the cause cited and every piece of supporting evidence the proposer relies on.
- The target may file a written rebuttal of up to 5,000 words, plus exhibits.
- The target may request the investigator-panel review described below.
- If the target satisfies the cure (files the missed COI, resumes communication, produces exculpatory evidence, etc.), the proposer may withdraw — or the action expires at day 30 with no vote held.

Felony-conviction cause skips the cure window. The criminal proceeding is its equivalent.

**§2. Independent investigator panel.** If the action is not cured by the end of the 30-day window, a panel of three designated investigators (Article V) reviews the cause before any vote is held. Each panel member must:

- Sign a per-action recusal attestation confirming no familial, financial, business, or political conflict (Article VI) with either target or proposer.
- Not be the proposer or any seconding admin on the action.
- Not themselves be the subject of any then-pending whistleblower report.

If fewer than three conflict-free investigators are available, the audit committee (Article XV) selects one or two external independent reviewers — New York-licensed nonprofit counsel or a CPA — to fill the panel. The panel issues a written finding within 14 days of the cure window closing: **cause supported**, **cause not supported**, or **insufficient evidence**. The finding is logged with the `gov_action` and visible to all admins before any vote opens.

**§3. Vote threshold (non-felony cause).** The Article IV floor of "2 of N + cause" is replaced for non-felony `admin_remove` actions by all four of the following:

- The 30-day cure window has run and the cure was not satisfied.

- Investigator-panel finding of "cause supported," or "insufficient evidence" with concurrence of a majority of the panel.
- A majority of the active managing board (excluding the target from both numerator and denominator) votes to remove.
- Article VI recusal rules apply to every voter — disclosed conflicts disqualify a voter from this vote.

**Felony cause** retains the Article IV threshold of 2 of N plus cause. The criminal court has already done the adjudicating work.

**§4. One-time appeal (14 days).** The removed admin may, within 14 days of the removal vote, file a single appeal to:

- The advisory board, if seated and at or above the twelve-member bootstrap threshold (Article X); or
- During bootstrap, a three-person panel of New York-licensed nonprofit counsel selected by the audit committee.

The appeal panel reviews three questions only: was the process followed, was the cause genuine, and was the evidence adequate. The panel **cannot** substitute its judgment for the board on close calls; it can overturn only for a clear procedural violation or absence of cause. The appeal decision is final. Filing an appeal does not stay the removal — but if the panel reinstates, back-status (tier, officer title, term dates, audit-log access) is restored as of the vote date.

**§5. Whistleblower-investigator recusal.** An investigator handling a confidential whistleblower report under Article V must sign a per-report recusal attestation confirming no Article VI conflict with any named subject. An investigator is automatically disqualified from any report that names the investigator as a subject, and from any report naming an admin with whom the investigator has a disclosed conflict. The recusal log is itself audit-logged and reviewed annually by the audit committee.

**§6. Bad-faith filing penalty.** If the investigator panel finds cause "not supported" and further finds that the proposer knew, or should have known, that the cause was unsupported at the time of filing, the proposer's filing is itself documented cause for removal of the proposer under Article V (the bad-faith-removal-filing cause). A removal action grounded in this clause follows the full Article XIV process, including cure window and panel review, applied to the original proposer.

**§7. Sticky.** Article XIV is a sticky provision (joining Articles V, VII, XV, and the Article IV audit-log immutability clause). Amending or weakening any part of it requires 100% of seated admins (managing + advisory) plus a 60-day public comment period, regardless of bootstrap status.

**§8. Cross-reference to Article IV.** The "Schedule of Approval Thresholds" line for "Remove an admin" is read together with this article as: "*Felony cause: 2 of N + cause. All other cause: see Article XIV (cure + panel + majority + appeal).*" Article IV is the floor; Article XIV is the operative rule for non-felony removals.

## Article XV — Audit committee

A standing audit committee provides independent review of NAR's finances, governance, and disclosures. The committee is a check on the board, not an arm of it. It cannot decide governance matters; its work product is recommendations to the full board, formalized as `gov_actions` when board action is required.

### Composition (3 members):

- **(a) Internal financially-literate seat.** One managing-board admin who is not the Treasurer. "Financially literate" means the ability to read and understand financial statements; CPA, CFE, MBA-finance, or 5+ years of substantive accounting/finance experience qualifies. Demonstrated competence is acceptable in lieu of credential.
- **(b) Advisory seat.** One advisory-board member, once advisory has at least one active observer. During the Article X bootstrap window, this seat is held by an emeritus admin (Article XIII) or by a recruited external volunteer with a nonprofit-finance background.
- **(c) Fully independent seat.** One person with no admin or advisory status, recruited externally, paid a stipend within Form 990 Schedule J disclosure rules. Preferred: a CPA licensed in NY or NJ; alternate: counsel licensed with a nonprofit specialization. This seat is non-rotating: 3-year terms with one renewal allowed; thereafter mandatory rotation to a new external person.

**Charter:** the committee operates under a written audit-committee charter, codified as a `gov_action` of type `committee_charter` proposed at the first call and reviewed annually. The charter cannot be substantively amended without an Article X bylaws-amendment process.

### Authority — the committee:

- (i)** Reviews and recommends the annual independent CPA financial-statement audit engagement, when one is required by NY Executive Law §172-b or undertaken voluntarily.
- (ii)** Reviews this annual governance audit (the engagement that produced this article) and any subsequent governance audits.
- (iii)** Reviews Form 990 prior to filing (Form 990 Part VI line 11b governance disclosure).

- (iv) Receives the auditor's management letter and management responses; tracks remediation status of all open audit findings.
- (v) Reviews the recusal-attestation logs of designated investigators (Article XIV §5) and the whistleblower-report investigation summaries (statistical summary only — no name detail).
- (vi) Reviews the continuity-reserve adequacy (Article XIII §7).
- (vii) Selects external members of any independent investigator panel under Article XIV §2 when fewer than three conflict-free designated investigators exist.
- (viii) Recommends material related-party transactions to the full board for pre-approval (Form 990 Schedule L matters; see Article VI).

**Independence requirements:** the chair is the external independent member (seat c). The Treasurer cannot be chair, vice-chair, or a voting member of this committee. No member of this committee may be the proposer or seconder of any `admin_remove` action against another committee member during their term plus 12 months after.

**Quorum and voting:** quorum is 2 of 3 members; a majority of present members carries. The committee cannot decide governance matters on its own; outputs are recommendations to the full board, formalized as `gov_action` proposals when board action is required.

**Reporting:** the committee files an annual report to the full managing board, the advisory board (when seated), and a one-page **public summary** posted at `/governance#audit` (Article VII transparency commitment). The report is filed alongside the previous year's Form 990 and posted publicly within 30 days of Form 990 filing.

**Compensation:** internal members serve uncompensated. The external independent member receives a per-meeting stipend within Form 990 Schedule J safe-harbor. The stipend rate is set annually by the full board and disclosed on Form 990. Reasonable expense reimbursement is available to all members under the existing expense policy.

**Sticky:** Article XV is sticky. Amending it requires 100% of seated admins plus a 60-day public-comment period regardless of bootstrap status. The audit committee is a structural check on the board; it cannot be weakened by the board it audits.

**Cross-references:** works with Article VI (related-party transactions), Article XI (records-retention compliance review), Article XIII (continuity reserve and emeritus seat), and Article XIV (investigator-panel external members).

## Article XVI — Meetings

**§1. Annual meeting.** The Corporation shall hold an annual meeting of the Board of Directors within 13 months of each preceding annual meeting. The Corporation has no members under New York Not-for-Profit Corporation Law (Type C; no-member structure per Article II); director-meeting quorum is governed by N-PCL §710, and director action by §708. The annual meeting shall include, at minimum: the Treasurer's annual financial report, the audit committee's annual report (Article XV), the results of any officer election held within the prior year, and a roll-forward of open action-items from prior meetings.

### **§2. Notice periods.**

- Regular meeting: **10 days** minimum notice
- Special meeting: **5 days** minimum notice
- Emergency meeting: **24 hours** minimum notice (scope-locked to the convening cause)

Notice may be given by email, by the Corporation's audit-log notification system, or by other reasonable means reasonably likely to reach the recipient. Receipt acknowledgment is logged.

**§3. Meeting format.** Meetings may be held in person, by remote communication (video conference, telephone, or both), or in hybrid format. A director participating by remote communication is counted toward quorum and may vote, consistent with N-PCL §708(c). The President (or, in the President's absence, a director designated by the Board) may require in-person presence for specific matters, including: dissolution vote, the final vote on a removal-for-cause action, and any other matter the President designates with at least 5 days' notice prior to the meeting.

**§4. Quorum.** A majority of the active managing-board admins constitutes a quorum for the transaction of business. The action of a majority of the directors present at a meeting at which a quorum is present is the act of the Board, except where these bylaws or applicable law require a higher threshold.

**§5. Written consent in lieu of meeting.** Action by written consent (electronic or physical) is permitted under Article IV §7 and the matching Certificate of Incorporation provision. The recording Secretary documents the consent in the audit-log system; the entry includes the action proposed, the threshold required, and the names and timestamps of each consenting director.

**§6. Minutes.** The Secretary records minutes of each meeting capturing: date, attendees (in-person + remote), actions taken with vote roll, recusals, and dissents. Minutes are reviewed and approved at the next meeting.

## **Article XVII — Indemnification + Officer & Director Insurance**

**§1. Mandatory indemnification of directors and officers.** The Corporation shall indemnify, to the fullest extent permitted by New York Not-for-Profit Corporation Law §722, any director or officer who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses (including attorneys' fees), provided that such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.

**§2. Permissive indemnification.** The Corporation may indemnify other agents, employees, or persons serving at the request of the Corporation, on terms determined by the Board, consistent with §722.

**§3. Advancement of expenses.** Reasonable expenses incurred by an indemnified person in defending an action or proceeding may be advanced by the Corporation prior to final disposition, upon receipt of an undertaking by or on behalf of such person to repay the advanced amount if it is ultimately determined that the person is not entitled to indemnification.

**§4. Insurance.** The Corporation is authorized to purchase and maintain insurance on behalf of any director, officer, or agent against any liability asserted against such person and incurred in any such capacity, whether or not the Corporation would have the power to indemnify against such liability under §722. This authorization includes Directors and Officers (D&O) liability insurance.

**§5. Non-exclusivity.** The indemnification and advancement provided by this article is not exclusive of any other rights to which an indemnified person is entitled by law, agreement, or otherwise.

## Article XVIII — Founding Board Member class

**§1. Class definition.** The Founding Board Member ("FBM") class is a sub-category of director seats on the Managing Board. FBMs are seated under Article IV (admin invite) and carry the same rights, duties, and removal mechanics as any other Managing Board director, except as further specified in this article.

**§2. Contribution requirement.** Each FBM seat is associated with a contribution of \$25,000 minimum, paid to the Corporation as consideration for the seat. The contribution is **not a charitable gift** for federal income-tax purposes within the meaning of IRC §170 and Treasury Regulation §1.170A-13(f), because the seat itself constitutes consideration of fair-market value (board seat with vote, fiduciary role, public listing, D&O coverage, term tenure). Amounts paid in excess of \$25,000 may, with appropriate written substantiation under IRC §170(f)(8) + §6115, be characterized as a charitable gift to the extent the excess is paid with no consideration received.

**§3. Federal tax classification.** The Corporation reports FBM contributions on Form 990 Part VIII as quid-pro-quo exchange revenue, on the line consistent with the Form 990 instructions and the Corporation's CPA's recommendation at first FBM contribution. **The Corporation does not report any portion of the first \$25,000 as a charitable contribution** (IRC §170 + Pub 526; the seat's fair market value equals or exceeds the contribution). The Corporation provides each FBM with a written acknowledgment indicating that no portion of the first \$25,000 is deductible as a charitable gift. Final line-item placement and any applicable disclosure language are reviewed annually by the Treasurer and the Corporation's CPA prior to Form 990 filing.

**§4. Payment timing and seat assignment.** Seat assignment requires both (a) execution of an `admin_invite` `gov_action` under Article IV, and (b) cleared funds for the first contribution payment. Where these two events are non-simultaneous, the seat is **not assigned** until both conditions are satisfied. Under no circumstance is a seat granted gratis to a person who has not paid.

### **§5. Payment plans.**

- **Plan A (lump sum):** \$25,000 paid within 14 days of seat invite.
- **Plan B (installments):** Four quarterly installments of \$6,250, with the full \$25,000 cleared within 12 months of the first installment.

Under Plan B, seat assignment is triggered by the first installment clearing. Default on any subsequent installment triggers a 30-day cure window followed by a removal-for-cause action under Article XIV (Removal due process), with cause determined by the Article XIV §2 investigator panel under Article V's enumerated list — typically "Conflict of interest the member has declined to recuse from after being asked, where that conflict has resulted in tangible harm to the organization" (the unmet financial obligation being the tangible harm), or such other enumerated cause as the panel finds applicable. The Corporation does not invent new removal causes for non-payment.

**§6. Refund policy.** Within 30 days of the first cleared payment, an FBM may resign and receive a full refund. After day 30, the contribution is **non-refundable** for any reason — voluntary resignation, removal-for-cause, term-end, or otherwise. The Corporation does not pursue unpaid future installments from former directors, and does not offer pro-rata refunds.

**§7. Donor stack separation.** FBMs do not appear on the Corporation's public donor wall. FBMs are listed on the public governance roster consistent with Form 990 Part VII disclosure of directors. The audit-log namespace for FBM-related actions is `founding_board.*`, distinct from `donation.*`.

**§8. Number of FBM seats.** The Founding Board Member sub-class includes up to all seats on the Managing Board within the range set by Article X §5 (8 to 13 directors). The exact number of FBM seats sold is set by Board resolution; non-FBM directors may also occupy Managing Board seats by Board action under standard `admin_invite`.

## **Article XIX — Savings clause**

To the extent any provision of these Bylaws is found to be in conflict with the laws of the State of New York, the Internal Revenue Code, or other applicable law, the conflicting provision shall be deemed to yield to the applicable law without invalidating the remainder of these Bylaws. The Board of Directors shall promptly initiate an amendment under Article X to bring the conflicting provision into conformity.

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### **IN WITNESS WHEREOF · RATIFICATION**

*Ratified on **May 11, 2026** as version v1.0-2026-05-06-b630d5d by unanimous vote of the seated managing board. The signing roster lives in the audit\_log at **/admin/governance**; subsequent amendments follow Article X.*

### **INQUIRIES**

contact@albanianregistry.org

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