# BYLAWS
# OF
# CAROLINAS QAZAQ COMMUNITY

*A North Carolina Nonprofit Corporation*

## ARTICLE I — NAME AND OFFICES

### Section 1. Name

The name of the corporation is Carolinas Qazaq Community (the "Corporation").

### Section 2. Principal Office

The Corporation shall maintain a principal office at a location determined by the Board of Directors from time to time.

### Section 3. Registered Office and Registered Agent

The Corporation shall continuously maintain a registered office and registered agent in North Carolina as required by applicable law. The Board may authorize changes in accordance with applicable law.

## ARTICLE II — CHARITABLE AND EDUCATIONAL PURPOSES

### Section 1. General Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and consistently with the purposes stated in the Articles of Incorporation.

### Section 2. Specific Purposes

1. Operating a weekend school for children and youth providing instruction in the Kazakh language, culture, traditions, music, history, and values;
2. Promoting cultural enrichment and education through events, classes, workshops, and community outreach;
3. Providing charitable assistance to individuals and families in need, locally and internationally, including donations, food and clothing drives, and humanitarian support;
4. Helping new immigrants adapt to life in the United States through English-language classes, cultural orientation, and practical integration support;
5. Bridging immigrants and local communities through intercultural programs, engagement, cooperation, and service projects;
6. Supporting vulnerable individuals in the local community regardless of background through volunteerism, outreach, and collaboration with other charitable organizations;
7. Encouraging civic participation and leadership among Kazakh-American youth through mentorship, community service, and cultural exchange programs;
8. Developing educational resources in Kazakh and English to promote bilingual literacy, cultural knowledge, and academic achievement;
9. Partnering with schools, libraries, nonprofit organizations, and community organizations to promote education, diversity, inclusion, and cross-cultural understanding;
10. Organizing public cultural events that preserve and celebrate Kazakh traditions while educating broader audiences;

11. Supporting scholarships, tutoring, and educational advancement for students of Kazakh descent or individuals engaged in Central Asian studies; and
12. Engaging in other lawful activities consistent with the Corporation's charitable and educational purposes and Section 501(c)(3).

## ARTICLE III — SECTION 501(c)(3) LIMITATIONS

### Section 1. Tax-Exempt Operation

The Corporation shall be organized and operated in a manner consistent with qualification for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

### Section 2. Private Inurement and Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, member, incorporator, or other private person, except that the Corporation may pay reasonable compensation for services actually rendered and make payments and distributions in furtherance of its exempt purposes. The Corporation shall not be operated for the improper private benefit of any person.

### Section 3. Political Campaign Activity

The Corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office. Lawful nonpartisan voter education or civic activities may be conducted only to the extent permitted for organizations described in Section 501(c)(3).

### Section 4. Legislative Activities

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted under Section 501(c)(3) and other applicable federal law.

### Section 5. Other Prohibited Activities

The Corporation shall not conduct activities inconsistent with its qualification under Section 501(c)(3) or with the Articles of Incorporation.

## ARTICLE IV — MEMBERS

### Section 1. Non-Voting Membership

Consistent with the Articles of Incorporation, the Corporation shall have members. Members are non-voting members except to the extent a vote or approval is expressly required by applicable law. Membership does not constitute ownership of the Corporation or its property.

### Section 2. Admission and Monthly Dues

A person becomes a member by satisfying the membership requirements established by these Bylaws and policies approved by the Board, including payment of the applicable minimum monthly membership dues. The Board may establish or change dues, membership categories, and reasonable membership procedures by resolution or policy.

### Section 3. Different Dues and Contributions

The Board may establish different dues amounts or membership categories when reasonably related to the Corporation's membership program. Payment of dues or voluntary contributions above the applicable minimum shall not provide additional governance rights, voting power, ownership rights, or entitlement to corporate assets.

### Section 4. Membership Benefits

A member in good standing may receive membership benefits established by the Corporation from time to time. Current benefits may be described on the Corporation's official website, in a membership benefits book or other written or electronic membership materials maintained by the Corporation. The President may maintain the current membership benefits materials on behalf of the Corporation, subject to Board oversight and policies.

### Section 5. Good Standing

A member is in good standing when the member satisfies applicable membership qualifications, is current on required dues subject to any authorized grace period or accommodation, and complies with applicable membership policies.

### Section 6. Nonpayment of Dues

If a member fails to pay required membership dues for three (3) consecutive months, the member becomes subject to termination. Before termination for nonpayment, the Corporation shall provide reasonable notice of the delinquency and a reasonable opportunity to bring the account current or request an authorized waiver or accommodation. If the delinquency is not cured within the period stated in the notice, membership may be terminated fairly, reasonably, and in good faith in accordance with applicable law.

### Section 7. Reinstatement

A person whose membership was terminated solely for nonpayment may apply for reinstatement by satisfying the then-current membership requirements and any reasonable reinstatement procedures established by the Board.

### Section 8. Membership Records

The Corporation shall maintain appropriate membership records, including member name, membership status, applicable category if any, and dues/payment status. The President, Secretary, Treasurer, or another person authorized by the Board may maintain such records.

### Section 9. No Governance Vote

Members do not, solely by reason of membership, elect or remove Directors, elect or remove officers, approve budgets, manage bank accounts, or vote on ordinary corporate governance matters. Governance voting authority is exercised by the five (5) Directors, except to the extent applicable law expressly requires member approval.

### Section 10. Resignation, Suspension, or Termination

A member may resign at any time. Membership may be suspended or terminated for nonpayment or other grounds authorized by these Bylaws or duly adopted membership policies, provided the procedure is fair, reasonable, in good faith, and consistent with applicable law.

### Section 11. No Distribution of Assets

No member has a right to receive the income, profits, or assets of the Corporation merely because of membership. This does not prevent a member from receiving charitable or program assistance for which the member independently qualifies under an exempt program.

## ARTICLE V — BOARD OF DIRECTORS

### Section 1. Governing Authority

The affairs of the Corporation shall be managed under the direction of its Board of Directors in accordance with North Carolina law, the Articles of Incorporation, and these Bylaws.

### Section 2. Number and Initial Directors

The Board shall consist of exactly five (5) voting Directors. The initial Directors are:

- Yermek Sultangaleyev
- Aibek Rysbek
- Yermek Zhaukeyev
- Kuat Akhmetov
- Aidyn Mojica

### Section 3. Equal Voting Authority

Each Director has one (1) vote. No Director has an additional vote, veto power, permanent Board seat, or special governance authority solely because that person is or was an incorporator, founder, donor, officer, former officer, or organizer. Kuat Akhmetov's historical service as Incorporator and President does not give him greater governance authority than any other Director.

### Section 4. Qualifications

A Director shall support the Corporation's charitable and educational mission and agree to fulfill the duties of a nonprofit director. The President and Vice President may not simultaneously serve as Directors.

### Section 5. Two-Year Terms; Unlimited Reelection

Each Director shall serve a term of two (2) years and until a successor is duly elected and qualified, unless the Director earlier resigns, is removed, dies, or becomes unable to serve. A Director may be reelected for an unlimited number of successive two-year terms. There is no term limit.

### Section 6. Election of Successor Directors

Successor Directors shall be elected by the Board of Directors. Any current Director may nominate a qualified candidate. Election requires at least three (3) affirmative votes of the Directors then in office, provided applicable law does not require a greater vote. A Director whose term is expiring may be nominated and reelected. The election shall be documented in Board minutes or written consent.

### Section 7. No Permanent or Founder Seat

No person is entitled to a permanent Board position by reason of founding, incorporating, organizing, donating to, or previously serving as an officer of the Corporation.

### Section 8. Resignation

A Director may resign by providing notice in accordance with applicable North Carolina law.

### Section 9. Removal

A Director may be removed only in accordance with applicable North Carolina law and these Bylaws. Any proposed removal shall be documented in the Corporation's records.

### Section 10. Vacancies

A vacancy shall be filled by the remaining Directors in accordance with applicable North Carolina law. Unless law requires otherwise, election to fill a vacancy requires at least three (3) affirmative votes of the Directors then in office. A person elected to fill a vacancy serves the remainder of the applicable term and may thereafter be reelected without term limit.

### Section 11. Director Compensation

Directors shall not receive compensation merely for serving as Directors. Reasonable and properly documented expenses may be reimbursed. Any compensation to a Director for separate services must be reasonable, further the Corporation's exempt purposes, and be approved through appropriate conflict-of-interest procedures without participation by the interested Director.

## ARTICLE VI — BOARD MEETINGS AND VOTING

### Section 1. Meetings

The Board shall meet as often as reasonably necessary and at least once each year. Special meetings may be called as permitted by these Bylaws and applicable law.

### Section 2. Remote Participation

Directors may participate by telephone, video conference, or other communications technology to the extent permitted by North Carolina law.

### Section 3. Notice

Notice of Board meetings shall be provided as required by applicable law and any additional procedures adopted by the Board.

### Section 4. Quorum

Three (3) of the five Directors constitute a quorum. Officers, members, employees, volunteers, committee members, and guests who are not Directors do not count toward Board quorum.

### Section 5. Ordinary Board Action

Unless the Articles of Incorporation, these Bylaws, or applicable law require a greater vote, an action approved by a majority of the Directors present at a meeting at which a quorum exists constitutes action of the Board.

### Section 6. Written Consent

The Board may act without a meeting by written consent to the extent and in the manner permitted by North Carolina law.

### Section 7. Records

The Corporation shall maintain minutes of Board meetings and appropriate records of written Board actions.

# ARTICLE VII — OFFICERS

## Section 1. Offices

The officers shall include a President, Vice President, Secretary, and Treasurer. The Board may establish additional offices as appropriate.

## Section 2. Election and One-Year Terms

The President and Vice President shall be elected by the Board for one (1) year and until their successors are duly elected and qualified, unless they earlier resign, are removed, or become unable to serve. They may be reelected for additional one-year terms. The Secretary and Treasurer shall be elected or appointed by the Board.

## Section 3. Separation from the Board

The President and Vice President shall not simultaneously serve as voting Directors. They may attend and participate in Board meetings in a non-voting capacity, but they are not counted toward quorum. The Board may enter executive session without either officer when appropriate.

## Section 4. President

The President is the principal executive officer responsible for day-to-day leadership and administration, subject to Board authority and oversight. The President implements Board-approved policies and programs, coordinates operations, reports to the Board, and performs other duties assigned by the Board. The President may not override a Board decision.

## Section 5. Vice President

The Vice President assists the President, performs duties assigned consistently with these Bylaws, and performs the President's authorized duties when the President is temporarily unavailable or unable to act.

## Section 6. Secretary

The Secretary maintains or oversees governance records, including Board minutes, written consents, Bylaws, resolutions, notices, and current Director and officer records.

## Section 7. Treasurer

The Treasurer oversees financial records and reporting and performs other financial responsibilities assigned by the Board. The Treasurer shall provide or arrange for appropriate financial reports to the Board.

## Section 8. Temporary Combination of Offices

Until the Board elects or appoints a separate Secretary, the President shall also serve as Secretary. Until the Board elects or appoints a separate Treasurer, the Vice President shall also serve as Treasurer. The Board may appoint separate individuals to either office at any time. Appointment of a separate Secretary or Treasurer automatically ends only the corresponding temporary additional office and does not affect the person's continued service as President or Vice President.

No individual holding more than one office may act in more than one capacity when applicable law, these Bylaws, a financial policy, contract, or Board resolution requires action, approval, or signatures by two or more separate officers or individuals.

### Section 9. Initial Officers

Upon election by the initial Board, Aslan Prmagambet shall serve as President and Acting Secretary, and Karina Kizatova shall serve as Vice President and Acting Treasurer, each subject to these Bylaws and the Board's organizational resolutions.

### Section 10. Removal, Resignation, and Vacancies

An officer may resign by appropriate notice and may be removed by the Board in accordance with applicable North Carolina law, subject to any contractual rights. The Board may fill an officer vacancy for the remainder of the applicable term.

## ARTICLE VIII — FINANCIAL MANAGEMENT AND INTERNAL CONTROLS

### Section 1. Board Oversight

The Board shall oversee the finances and charitable assets of the Corporation and shall approve an annual budget or other appropriate financial plan.

### Section 2. Bank Accounts and Authorized Persons

Funds shall be held in accounts in the name of the Corporation at financial institutions authorized by the Board. The Board shall determine by resolution who may access, sign upon, transfer, or otherwise transact with those accounts.

### Section 3. Self-Payments and Two-Person Controls

No Director or officer may approve his or her own compensation, reimbursement, payment, or other financial benefit. When two separate approvals or signatures are required, one person holding multiple offices may provide only one approval or signature.

### Section 4. Books and Records

Complete and accurate financial books and records shall be maintained.

### Section 5. Compensation

Any compensation paid by the Corporation shall be reasonable for services actually provided and consistent with the Corporation's charitable purposes and applicable law. A person with a financial interest in a compensation decision shall not vote on or improperly influence that decision.

## ARTICLE IX — CONFLICTS OF INTEREST

### Section 1. Policy

The Corporation shall maintain a written Conflict-of-Interest Policy designed to protect the Corporation's charitable interests and tax-exempt purposes.

### Section 2. Disclosure and Recusal

Directors and officers shall disclose actual or potential conflicts of interest. An interested person shall not vote on a transaction or arrangement in which that person has a conflict and shall comply with the Corporation's Conflict-of-Interest Policy and applicable law.

### Section 3. Documentation

The Corporation shall appropriately document conflict disclosures, recusals, determinations, and related Board decisions.

## ARTICLE X — COMMITTEES, PROGRAMS, AND DELEGATION

### Section 1. Committees

The Board may establish committees, advisory groups, working groups, or program committees to advance the Corporation's purposes.

### Section 2. Reserved Board Authority

No committee or officer may exercise authority reserved by law, the Articles, or these Bylaws to the Board unless that authority is lawfully delegated.

### Section 3. Programs

Programs may include Kazakh language and cultural education, weekend school programs, youth leadership, cultural events, immigrant education and integration, charitable and humanitarian assistance, community service, scholarships and tutoring, bilingual educational resources, and partnerships with schools, libraries, nonprofits, and community organizations.

## ARTICLE XI — CORPORATE RECORDS AND TAX COMPLIANCE

### Section 1. Corporate Records

The Corporation shall maintain records required by applicable law, including the Articles of Incorporation and amendments, these Bylaws and amendments, incorporator actions, Board minutes and written consents, current Director and officer information, membership records, financial records, conflict-of-interest records, significant contracts and resolutions, and required government filings.

### Section 2. Federal Tax-Exempt Records

The Corporation shall maintain records necessary to apply for and preserve recognition of exemption under Section 501(c)(3), comply with applicable annual federal and state filing requirements, and satisfy public-inspection requirements applicable to tax-exempt organizations.

## ARTICLE XII — INDEMNIFICATION

To the fullest extent permitted by North Carolina law, the Corporation may indemnify Directors, officers, employees, or agents acting in good faith on behalf of the Corporation, subject to applicable law and Board-adopted policies. Nothing in this Article authorizes indemnification prohibited by law or inconsistent with the Corporation's tax-exempt purposes.

## ARTICLE XIII — DISSOLUTION

Upon dissolution, the Corporation's assets shall be distributed exclusively in accordance with the dissolution provisions in the Articles of Incorporation and applicable law. No Director, officer, member, incorporator, or other private person shall receive the remaining charitable assets merely because of that person's relationship with the Corporation.

## ARTICLE XIV — AMENDMENTS

### Section 1. General Authority

Subject to the Articles of Incorporation, applicable law, and any member or class rights that cannot lawfully be eliminated by these Bylaws, the Board may amend, repeal, or replace these Bylaws.

### Section 2. Four-of-Five Approval for Fundamental Governance Changes

In addition to any approval required by applicable law, an amendment materially changing any of the following requires at least four (4) affirmative votes of the five Directors:

- the number or voting rights of Directors;
- the method of selecting Directors;
- the separation of the President or Vice President from voting Board membership;
- the Corporation's Section 501(c)(3) limitations;
- the disposition of charitable assets upon dissolution; or
- the rights or voting status of members.

No amendment may authorize activities inconsistent with the Articles of Incorporation or the Corporation's intended qualification under Section 501(c)(3).

## ARTICLE XV — INTERPRETATION

### Section 1. Controlling Law

These Bylaws shall be interpreted consistently with the North Carolina Nonprofit Corporation Act, the Articles of Incorporation, and applicable federal tax-exemption requirements. If a provision conflicts with a mandatory provision of law or the Articles, the mandatory law or Articles control.

### Section 2. Section 501(c)(3) Construction

Whenever reasonably possible, these Bylaws shall be interpreted in a manner consistent with maintaining qualification under Section 501(c)(3).

## CERTIFICATION OF ADOPTION

The undersigned certifies that the foregoing Bylaws were duly adopted by the Board of Directors of Carolinas Qazaq Community on the date stated below and remain in effect until amended or repealed in accordance with these Bylaws and applicable law.

Date of Adoption: 9/30/2026

Aslan Prmagambet
President and Acting Secretary

## LEGAL REFERENCE NOTES

These notes are included for organizational reference and are not intended to replace advice from licensed legal or tax counsel.

- N.C.G.S. §55A-6-20 permits a nonprofit's articles or bylaws to establish member qualifications, voting rights, obligations, and termination procedures.
- N.C.G.S. Chapter 55A, Article 8 governs directors and officers, including director elections, terms, vacancies, meetings, quorum, voting, and officers.
- Section 501(c)(3) requires an organization to be organized and operated for exempt purposes, prohibits private inurement and improper private benefit, restricts lobbying, and prohibits political campaign intervention.
- The Corporation's filed Articles of Incorporation should be read together with these Bylaws, particularly the charitable-purpose and dissolution provisions.

*Public copy. This document reproduces the text adopted by the Board of Directors of Carolinas Qazaq Community on September 30, 2026. Signatures are left out of the public copy; the signed original is kept with the Corporation's records by the Secretary.*