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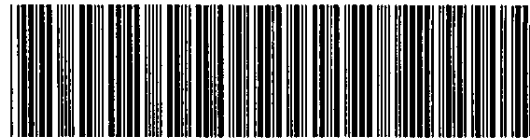
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TALLAHASSEE, FLORIDA

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T. LEMIEUX

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Caribbean American Association of Central Florida, Inc.

DOCUMENT NUMBER: N16000006543

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Roy Sampson

(Name of Contact Person)

Caribbean American Association of Central Florida, Inc

(Firm/ Company)

3332 Bracken Fern Dr.

(Address)

Harmony, Florida 34773

(City/ State and Zip Code)

Info@CAACF.ORG

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roy Sampson

(Name of Contact Person)

at 321-236-0798

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Caribbean American Association of Central Florida, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

N16000006543

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

\_\_\_\_\_ The new  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:  
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:  
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

2017 JUN 19 P 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

n/a

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Adding bylaws To The Corporations.  
Please see attached documents.

The date of each amendment(s) adoption: N/A, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6-13-17

Signature [Signature]  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Roy Sampson  
(Typed or printed name of person signing)

President  
(Title of person signing)

**BYLAWS  
OF  
CARIBBEAN AMERICAN ASSOCIATION OF CENTRAL FLORIDA, INC.**

**PREAMBLE**

We, the members of the Caribbean American Association of Central Florida, Inc., in furtherance of its purposes do hereby establish these Bylaws for the governance of our Association. These Bylaws shall be recognized as the supreme governance document of the Association and any standing orders or rules otherwise established that are in conflict or inconsistent with the same shall, to the extent of the conflict or inconsistency, be deemed null and void and the applicable provisions of these Bylaws shall prevail.

**ARTICLE 1 – NAME**

**1.1 Name:** The name of this Association shall be the Caribbean American Association of Central Florida, Inc., also known as CAACF or CAACF, Inc. and hereinafter referred to as the Association.

**ARTICLE 2 – PURPOSE AND POWERS**

**2.1 Purpose:** The Association is a Florida non-profit public benefit corporation which shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

**2.2 Powers:** The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable and educational purposes, for which the Association is organized, and to aid or assist other organizations or persons whose activities further, accomplish, foster, or attain such purposes. The powers of the Association may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**ARTICLE 3 – VISION, MISSION, VALUES AND GOALS**

**3.1 Vision:** CAACF shall be an agent of change to create rewarding and fulfilling lives.

**3.2 Mission:** The mission of CAACF is to provide assistance to families in need and to provide scholarships to young adults transitioning to higher education.

**3.3 Core Values:** The Association is committed to the following core values:

- (a) Showing compassion and caring for the less fortunate and persons at risk.

- (b) Working together in a spirit of collaboration and unity for the common good of the Association.
- (c) Conducting ourselves with decorum and integrity.
- (d) Recognizing and valuing the dignity of each individual.
- (e) Dealing with our fellow members and others with fairness, impartiality, respect and consideration.
- (f) Pursuing excellence in performance that brings credit to our Association.

**3.4 Goals:** The primary goals of the Association shall be to:

- (a) Foster, promote and advance educational and service programs and activities that respond to the needs of homeless families, at risk youth and elderly persons in our community.
- (b) Ensure the long term financial viability of the Association by providing adequate resources to sustain its services and programs.
- (c) Develop alliances and partnerships with civic groups, government leaders and private sector businesses to advance the mission of the Association.
- (d) Maintain a positive public image in the community and gain recognition as a valuable community resource by key stakeholder groups.
- (e) Maintain an Association of high standards that embraces best practices and sound ethical principles in the conduct of its affairs.
- (f) Encourage kinship between Caribbean people and other ethnic groups.
- (g) Foster linkages with other 501(c)(3) organizations located in the community with which CAACF shares common interests and goals.

#### **ARTICLE 4 – MEMBERSHIP**

**4.1 Eligibility:** Any person 18 years of age or older of good moral character and integrity who is interested in furthering the goals and objectives of the Association and agrees to be bound by its Bylaws may become a Regular Member of the Association.

**4.2 Membership Classes:** Membership in the Association shall consist of Regular members and Honorary members:

- (a) **Regular Member:** A Regular Member shall be eligible to seek, if qualified, any office in this Association, and have the right to vote on all matters requiring a vote of the membership; Obligations of membership shall include prompt payment of dues, participation in Association activities and conduct reflecting a favorable image of this Association in the community. Regular members shall consist of Individual Members and Family members as follows:
  - (1) **Individual Member:** Membership granted to one individual after having satisfied all the requirements for membership in the Association.
  - (2) **Family Member:** Membership granted to two (2) persons occupying the same household who have the legally recognized standing as a married couple. This membership classification is renewable on an annual basis provided the applicable membership classification requirements are satisfied.

- (b) **Honorary Member:** An Honorary member is membership granted to a person who has made outstanding contributions to the Association or community and upon whom the membership desires to confer the honor of a special membership in the Association. Honorary members shall have no voting rights and may not be nominated for office. The name of any candidate for honorary membership must first be approved by the Executive Board and then submitted to the general membership for ratification by a majority vote of the membership.

**4.3 Admission to Membership:** A prospective regular member shall submit to the Membership Committee a completed and signed self-certifying membership application form accompanied by the dues for the current year or the applicable portion thereof. The Membership Committee shall review the application and submit its recommendation to the Executive Board. Membership in the Association shall become effective upon the approval of the membership application by the Executive Board and the payment in full of all applicable membership dues.

**4.4 Good Standing:** A regular member is deemed to be in good standing if such good standing is not forfeited for non-payment of dues or the non-payment of financial obligations otherwise owing to the Association as otherwise stated in these Bylaws. Members in good standing are entitled to make and second motions, vote on matters requiring a vote of the membership, and seek any office for which he or she is otherwise qualified to hold. Any member who fails to pay any indebtedness due this Association within sixty (60) days after receipt of written notice from the Membership Committee shall forfeit his/her good standing and shall so remain until the outstanding indebtedness is paid in full.

## **ARTICLE 5 – MEMBERSHIP DUES**

**5.1 Annual Dues:** The Executive Board shall review the annual dues in effect on an annual basis and determine the annual membership dues requirements that would be applicable to each class of membership in the Association in the ensuing year. There shall be no assessments, other than membership dues, levied on members of the Association.

**5.2 Payment of Dues:** Annual dues are due and payable January 1 of each year. Dues payable by a new member shall be prorated on a quarterly basis for any applicable part or portion of a quarter.

**5.3 Members in Arrears:** Members shall be notified in writing whose dues are sixty (60) days or more in arrears that they will automatically forfeit their good standing in the Association if dues are not paid within thirty (30) days from the notice.

- (a) Members who have lost their good standing should be so advised in writing.
- (b) A report of members who failed to pay dues in arrears and have lost their good standing pursuant to a written notice shall be prepared and provided to the Executive Board.

## **ARTICLE 6 – TERMINATION OF MEMBERSHIP**

**6.1 Forfeiture of Membership for Cause:** Any member may be expelled from the Association for cause which shall be interpreted to mean conduct unbecoming a member that is deemed to be prejudicial to the welfare of the Association. A member who is subject to being expelled for cause shall

be entitled to due process in accordance with the disciplinary procedure otherwise provided for in these Bylaws.

**6.2 Resignation:** Any member may resign by filing a written letter of resignation with the Recording Secretary. The resignation shall take effect upon the payment of outstanding dues and the return of property of the Association to the Vice President.

**6.3 Outstanding Obligations:** Termination of membership shall not relieve a member of the obligation to return property of the Association or to pay any outstanding monies owing and accrued.

**6.4 Reinstatement:** A person whose membership has been terminated for any reason may apply in writing for reinstatement to the Membership Committee. Reinstatement may be made by a majority vote of the Executive Board except that the reinstatement of a person terminated for cause must be approved by a majority vote of the membership after giving due consideration to the reasons that led to forfeiture of membership in the Association.

#### **ARTICLE 7 – EXECUTIVE BOARD**

**7.1 Composition:** The Executive Board shall be comprised of the President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer all of whom shall be members in good standing.

**7.2 Term of Office:** Elected officers shall serve for a term of three (3) years, provided however that an Executive Board officer may not serve for more than two (2) FULL consecutive terms in the same office. Time served as an appointed officer to fill a vacant position on the Executive Board shall not count for the purpose of determining term limits.

**7.3 Qualification and Election:** Nominees for elected office must be regular members in good standing for at least twelve (12) months. Executive Board officers shall be elected by the general membership at the Tri-Annual Election meeting of the Association.

**7.4 Resignation of Officers:** Any Officer, whether elected or appointed, may resign from office at any time by giving written notice to the Secretary.

**7.5 Removal of Officers:** Any elected or appointed Officer may be removed for cause in accordance with the Disciplinary Procedures otherwise provided for in these Bylaws. The following shall constitute cause for removal from office:

- (a) Misconduct deemed to be unbecoming of an officer of the Association or judged to be prejudicial to the welfare and interests of the Association.
- (b) Dereliction of duties which shall mean the negligence of official responsibilities for an excessive period, or violation of the responsibilities of office.

**7.6 Vacancies and Succession:** Should a vacancy occur on the Executive Board by reason of death, removal, resignation, inability to serve or otherwise, the Executive Board shall appoint a successor to fill such vacancy without delay, as provided below, to serve the balance of the unexpired term with the exception of the position of President, Secretary, and Treasurer as otherwise provided for in these Bylaws.

- (a) In the event that the position of President, Secretary or Treasurer becomes vacant for any reason, these positions, as otherwise provided for in the Bylaws, shall be filled by the Vice-President, Assistant Secretary and Assistant Treasurer respectively to serve the remaining term of the vacated office.
- (b) If the presidency is vacated for any reason and the Vice-President is unable to serve, the order of temporary succession shall be the Secretary followed by the Treasurer.
- (c) If any officer-elect position is vacated for any reason before the elected officer takes office, the President shall request the nomination of a replacement candidate. The recommendation to the membership shall be subject to the addition of additional nominations by a majority vote of the members. A special election meeting of the membership will be called to vote on the candidates for the vacant position in accordance with the election procedures in these Bylaws.

**7.7 Regular Executive Board Meetings:** The President shall call monthly meetings of the Executive Board to conduct the official business of the Association.

**7.8 Special Meetings of the Executive Board:** The President or any three members of the Executive Board may call a special meeting for a stated time, place and purpose by giving proper advanced notice of at least ten (10) days to the other members of the Executive Board. The special meeting shall be limited to the special purpose for which the meeting has been called.

**7.9 Quorum:** The presence in person of a majority of the Executive Board shall constitute a quorum at any regular or special meeting of the Executive Board.

- (a) Except as otherwise provided under the Articles of Incorporation, or these Bylaws, no business shall be considered by the Executive Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- (b) Except as otherwise specifically provided, the act of a majority of the Executive Board present at any meeting of the Executive Board shall be the act and decision of the entire Executive Board.

**7.10 Compensation:** Officers shall serve without pay, but shall be reimbursed for authorized expenditures incurred in the discharge of their duties upon the presentation and approval of written receipts.

**7.11 Alternative Meeting Formats:** The Executive Board, the Advisory Board or any Committee of this Association may conduct its meetings by teleconference, video conference, web conference or any other alternative format that provides each participating member with the means to hear and participate. Participation in a meeting pursuant to the foregoing provision constitutes presence in person at the meeting.

**7.12 Action by Unanimous Consent:** Any action required or permitted to be taken by the Executive Board may be taken without a meeting and with the same force and effect as if taken by a unanimous

vote of the Executive Board, if authorized in writing and signed individually and collectively by all Executive Board Officers. Such consent shall be filed with the regular minutes of the Executive Board.

**7.13 Document Retention:** The Executive Board shall establish minimum retention periods and standards for document integrity, retention, and destruction and promote the proper treatment of the records of the Association. In general records should not be kept if they are no longer needed for the operation of the Association or required by law. Unnecessary records should be eliminated from the files.

**7.14 Change of Administration:** To maintain continuity of the operations of the Association, retiring officers shall arrange for the orderly transfer to his/her successor in office all properties and records relating to that office within 30 days after the election.

## **ARTICLE 8 – POWERS OF THE EXECUTIVE BOARD**

**8.1 Power of the Executive Board:** Executive Board shall exercise all of the powers of the Association as set forth in these bylaws subject to the power reserved by the membership, to ratify or reject, by majority vote, any action or resolution adopted by the Executive Board, if it so chooses.

**8.2 Duties of the Executive Board:** The Executive Board shall exercise general managerial, financial, and program oversight over the function and work of the Association to include the following:

- (a) Establish policies, operating guidelines, and special orders for the functioning of the Association consistent with the Bylaws of the Association.
- (b) Oversee the development and implementation of plans for the programs, services and functions of the Association.
- (c) Appoint such other committees other than Standing Committees as deemed necessary.
- (d) Coordinate the work of the various committees and officers of the Association.
- (e) Approve all contracts entered into by the Association
- (f) Appoint an internal auditor to audit the internal financial records of the Association and an external auditor to audit of the Association's annual financial statements.
- (g) Approve monetary donations within the limits prescribed in the Association's approved annual budget.
- (h) Secure adequate resources to finance the programs and activities of the Association in fulfillment of its mission.
- (i) Oversee the development of an annual operating budget for approval by the membership.
- (j) Develop the Association's membership and plan for the development of future leaders to continue the work of the Association.
- (k) Ensure that the Association adheres to legal and ethical standards in order to safeguard the interests of the Association.
- (l) Enhance the Association's public standing and foster a positive public image that builds strong community support.
- (m) Review, correct and certify the minutes of the Annual Membership meeting within one month after the meeting has taken place and record this certification in the minutes of the Executive Board.

- (n) Perform such other duties and assume such other responsibilities as may be required to further the mission and goals of the Association.

#### **ARTICLE 9 – THE FOUNDING EXECUTIVE BOARD**

**9.1 Composition:** The Founding Executive Board shall initially be comprised of the original seven (7) founding members. This board shall serve in an advisory capacity to the Association and shall maintain a total of seven (7) board members.

**9.2 Term of Office:** The members of the Founding Executive Board shall serve until such time as a member voluntarily submits his/her resignation or is no longer able to serve, physically or mentally, in this capacity.

**9.3 Role and Responsibility:** The role and responsibility of the Founding Executive Board shall be to:

- (a) Give the Association access to individuals who bring unique knowledge and skills which complement the knowledge and skills of the formal Executive Board members in order to more effectively govern the Association.
- (b) Advance the mission of the Association by maintaining formal and visible relationships with people who have a high public profile and strong public influence including, leaders in the community and people with highly respected skills in program areas on which the Association is focused.
- (c) Offer advice to the Executive Board on the formulation of strategies that will further the interests of the Association.
- (d) Help the Executive Board identify opportunities and secure external resources to achieve long-term goals of the Association.

**9.4 Succession:** In the event of a vacancy on the Founding Executive Board for any reason, the remaining Founding Executive Board member shall identify and invite a suitable candidate to fill the vacancy. The candidate must be approved by a unanimous vote of the actively serving Founding Executive Board members.

#### **ARTICLE 10 – OFFICERS**

**10.1 Executive Board Officers:** The Executive Board Officers shall have such powers and duties as are defined in these Bylaws. Those powers and duties shall be as follows and shall include any additional authority given them by formal Executive Board resolution.

**10.2 President:** The President shall provide direction for the Association and oversee the execution of the Association's functions in order to realize its purpose and mission:

- (a) Prepare agendas for, and preside at, all general and special membership meetings, Executive Board meetings and the Annual Membership meeting of the Association.
- (b) Carry out the policies and directives of the Executive Board.
- (c) Ensure that regular elections are duly called, noticed and held in accordance with the Bylaws.

- (d) Implement the fiscal policies of the Association, including but not limited to, authorizing the disbursement of funds from any specific budget approved by the membership.
- (e) Approve all formal communications and statements of policy issued in the name of the Association and act as the Association's official spokesperson and public ambassador.
- (f) Report on actions taken by the Executive Board at regular membership meetings, and prepare an annual report on the performance of the Association for presentation at the Association's Annual meeting.
- (g) Execute all contracts properly approved by the Executive Board and ratified by the membership.
- (h) Chair a "Change of Administration" meeting with incumbent officers and Executive Board Officers-elect to coordinate the smooth transfer of information, and records from the outgoing Executive Board to the incoming Executive Board.
- (i) Exercise such authority as may be vested in the President by the Bylaws of the Association to further and goals of the Association.

**10.3 Vice President:** The duties of the Vice President shall be as follows:

- (a) Assume the duties of the President in his or her absence.
- (b) Assist the President in providing leadership and direction to the Association.
- (c) In the absence of the President serve as his/her designee including serving as an ex-officio member of standing, special and Ad Hoc committees on which the President is authorized to serve.
- (d) Serve as the Association's liaison with other Caribbean Associations and other community organizations in Central Florida.
- (e) Gather the content for the Association's website and social networking pages as requested by the President in coordination with the Website Coordinator and the Public Relations Committee.
- (f) Perform other duties and assume other responsibilities as may be delegated by the President or the Executive Board.

**10.4 Secretary:** The Secretary shall certify the integrity of the records and transactions of the Association, and document all matters for which a record has been ordered by the Association. The duties of the Secretary shall be as follows:

- (a) In the absence of the President and Vice-President, call Association meetings to order and preside until the immediate election of a Chair pro tem by the membership.
- (b) Maintain an accurate record of the proceedings of the Association, the Executive Board and the Advisory Board and prepare copies for distribution in advance of all general and Executive Board meetings.
- (c) Maintain a record book containing bylaws, special rules, minutes, amendments, committee reports, etc. and keep this record on hand at every meeting.
- (d) Read the minutes of meetings unless otherwise disposed of by the membership.
- (e) Take a roll call and record attendance at all general and special meetings and Executive Board meetings.
- (f) Certify the existence of a quorum at all meetings of the Association.
- (g) Assist the President in the preparation of agenda for meetings.

- (h) Keep a record of all votes taken during elections and all matters for which a record is ordered by the Association.
- (i) Certify Association documents as required.
- (j) File such documents as might be required to keep the Association in compliance with its non-profit status.
- (k) Performs duties of Assistant Secretary in his/her absence.
- (l) Perform other duties and assume other responsibilities as may be delegated by the President or the Executive Board.

**10.5 Assistant Secretary:** The Assistant Secretary shall assume responsibility for all correspondence and communications and assist the Secretary in the performance of his/her duties as follows:

- (a) Perform the duties of the Secretary in his/her absence
- (b) Receive and report all correspondence to the appropriate bodies of the Association.
- (c) Notify members of all meetings in a timely manner.
- (d) Manage various forms of communication between the Association and members as well as the public.
- (e) Perform other duties and assume other responsibilities as may be delegated by the President or the
- (f) Executive Board.

**10.6 Treasurer:** The Treasurer shall serve as the primary steward of the financial resources of the Association and ensure the adequate recording and reporting of the Association's financial transactions in full adherence to these Bylaws. The Treasurer shall perform the following duties and responsibilities:

- (a) Maintain all financial records of the Association including a record of receipts and disbursements, as may be required by law or by the Association.
- (b) Receive and deposit all Association dues and funds into an approved bank account on a timely basis.
- (c) Sign checks drawn against funds of the Association in payment of obligations of the Association upon specific prior authorization by the Executive Board.
- (d) Prepare an annual budget for review and approval by the Executive Board.
- (e) Prepare, distribute and present monthly financial reports to the members of the Executive Board.
- (f) Prepare annual financial statements for audit by the external auditor authorized by the Executive Board.
- (g) Prepare and file appropriate tax returns as required on behalf of the Association.
- (h) Ensure that funds of the Association are properly accounted for by the various members of the Association.
- (i) Perform other duties and assume other responsibilities as may be delegated by the Association or the Executive Board.

**10.7 Assistant Treasurer:** The Assistant Treasurer shall perform the following duties and responsibilities:

- (a) Assist the Treasurer in the performance of his/her duties.

- (b) Perform the duties of the Treasurer in the absence of the Treasurer.

#### **ARTICLE 11 – MEMBERSHIP MEETINGS**

**11.1 Annual Membership Meeting:** The Annual Membership Meeting of the Association shall be held in the fourth quarter of the year in the month of October. The agenda for the annual meeting shall include a review by the President of the accomplishments of the Association for the past year, presentation of plans and strategies for the coming year, presentation of the audited financial statements of the Association for the prior year and the budget outlook for the coming year and, in an election year, the election of officers of the Executive Board who will take office at the start of the upcoming year. Notice of the Annual Meeting shall be given by the Secretary at least 30 days prior to the date of the meeting.

**11.2 General Meeting:** General meetings of the Association shall be held monthly or as frequently as determined necessary by the Executive Board. The President shall have the authority to change the monthly meeting date, with appropriate notice to members.

**11.3 Order of Business:** The Order of Business of the membership meetings shall include, but not be limited to, the following agenda items: approval of minutes from previous meeting; the President's report; the Treasurer's report; and reports of other activities of the Association.

**11.4 Special Meetings:** Special meetings of the Association shall be called by the President, or may be called not less than fourteen (14) days after a petition, signed by at least one-third (1/3) of members in good standing. Said petition shall be delivered to the Secretary. The Secretary shall give the membership at least fourteen (14) days' notice of the special meeting. The business of the meeting shall be limited to the specific purpose for which it is called.

**11.5 Quorum:** A quorum for the general, special and annual membership meetings shall be two-thirds (2/3) of the current number of members in good standing. No official business of the Association requiring a vote of the membership shall be conducted at a membership meeting at which a quorum is not present.

#### **ARTICLE 12 – PROHIBITED ACTIVITIES**

**12.1 Exempt Activities Limitation:** Notwithstanding any other provision of these Bylaws, no officer, member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under 501(c)(3) of the Internal Revenue Code as it now exists or may be amended.

**12.2 Private Inurement:** No part of the net income or assets of the Association shall inure to the benefit or be distributable to any officer, member, or other private person. However the Association is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**12.3 Partisan Political Activities:** The Association shall not engage either directly or indirectly in partisan political activity. It shall not endorse any political candidate or participate or intervene in any political campaign on behalf of any candidate for public office. The Association shall not lobby or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Executive Board.

**12.4 Discrimination:** In the conduct of all aspects of its affairs and activities, the Association shall not discriminate against any person on the basis of race, color, creed, religion, gender, disability, national origin, or sexual orientation.

**12.5 Conflict of Interest:**

- (a) For purposes of this subsection, a "conflict of interest" shall include but not be limited to, any transaction by or with the Association in which a member or officer of the Executive Board has a direct or indirect personal and competing interest, or any transaction in which a member or officer of the Executive Board is unable to exercise impartial judgment or otherwise act in the best interests of the Association.
- (b) Whenever an officer or a member has a competing financial or personal interest in any matter coming before the Executive Board, a committee or the membership, the affected officer or member shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved by a majority of disinterested officers or members. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**12.6 Limitation on Debt:** No debt shall be incurred by the Association beyond the accounts payable incurred by it as a result of the ordinary operating expenses of the Association, unless authorized by the Executive Board and the membership of the Association.

**12.7 Prohibition Against Loans:** Without limitation, No loan shall be made to any officer or member of the Association. Any officer or member who assents to, or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully paid.

**12.8 Unauthorized Acts:** No member or officer of the Association, acting alone, has the authority to solicit or collect funds on behalf of the Association, or to implement policy, or to bind or obligate the Association in any way or by any means unless expressly authorized by the Bylaws or the Executive Board.

### **ARTICLE 13 – FISCAL MATTERS**

**13.1 General Guidelines:** The fiscal affairs of the Association shall be conducted in keeping with best business and financial practices. The records and accounts of the Association shall be maintained in accordance with generally accepted accounting principles and prudent internal controls are to be established to preserve and safeguard the assets of the Association. The Executive Board is authorized to develop policies and procedures consistent with the intent of this guideline and these Bylaws.

**13.2 Fiscal Year:** The fiscal year of the Association shall commence on January 1 and end on December 31 of the same calendar year.

**13.3 Bank Accounts:** The Association may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Executive Board to hold, manage, or disburse any funds for Association purposes. All bank accounts of the Association shall carry signature cards bearing the signatures of the Treasurer, Assistant Treasurer and any additional Authorized Signors authorized by the Executive Board with authority to write and endorse drafts or checks on behalf of the Association. The retiring Executive Board, by resolution of the Executive Board and through the Secretary of the Association, shall certify to the Association's bank of record the name and offices of the persons authorized to sign checks and other instruments on behalf of the Association or to conduct business with the institution in the name of the Association.

**13.4 Receipts and Deposit of Funds:** Any member authorized to handle funds on behalf of the Association for the collection of dues or any fund-raising activity, including but not limited to ticket sales, raffles, sale of food and merchandise, advertising or other fund-raising activities, shall make interim deposit of such funds with the Treasurer within five (5) days of receipt. The collection of any and all funds received on behalf of the Association including collection of dues and other fund-raising activities must be evidenced by written receipts when applicable. The Treasurer shall provide a receipt for all funds received and shall deposit such amounts into the authorized accounts of the Association within five (5) days of the receipt of such funds.

**13.5 Checks and Endorsement:** All checks and drafts drawn upon the funds or credit of the Association in any of its depositories shall be signed by one of the authorized signor and in such a manner as determined by the Executive Board from time to time.

**13.6 Books and Accounts:** The Association shall keep correct and complete books and records of accounts in accordance with generally accepted accounting principles. All such books and records shall be kept in the possession of the Treasurer unless the Executive Board, by resolution, determines otherwise.

**13.7 Financial Reports:** Periodic financial reports showing income, expenditures, and pending income shall be submitted by the Treasurer to the Executive Board at each meeting. The Executive Board may also designate an Internal Audit Committee consisting of duly qualified members to audit the books and records of the Association at such times as it shall determine by a majority vote of its members.

**13.8 Annual Audit of Financial Statements:** The books and records of the Association shall be audited by an external auditor on an annual basis at the expense of the Association and under the supervision of the Finance and Audit Committee. The results of the Audit Report shall be presented to the membership and duly recorded in the applicable minutes of the meeting at which the report is presented.

**13.9 Execution of Instruments:** When approved by the Executive Board and the membership as otherwise provided for in the Bylaws of the Association, the President either acting alone or with the Secretary or Treasurer shall have the power to execute on behalf and in the name of the Association any deed, contract, note or other instrument requiring the signature of an officer of the Association.

**13.10 Gifts and Donations:** The Executive Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association. All donations of any nature, unless designated for a specific purpose by the donor shall be used for such purposes as the Executive Board may direct.

**13.11 Funding of Association Activities:** The administrative operations and programs of the Association shall be funded by supplemental funds raised through grants, solicitation of donations, sale of merchandise, raffles, various fund-raising events, and other monies collected from members.

**13.12 Segregation of Funds:** The Association shall segregate funds, for reporting purposes that are restricted as to purpose and use by the granting agency or donor. The Executive Board may segregate any fund that has been designated for a specific purpose with the approval of the membership.

**13.13 Property of the Association:** The title to all property of the Association, both real and personal shall be vested in the Association.

**13.14 Liability of Members:** No member or officer of the Association shall be personally liable to its creditors or for any indebtedness or liability of the Association when acting within the limits prescribed by the bylaws and/or Articles of Incorporation. Creditors shall look only to the Association's assets for payment.

**13.15 Fund Accounting:** Adopt fund accounting procedures applicable to non-profits.

#### **ARTICLE 14 – DISCIPLINARY PROCEDURES**

**14.1 Charges:** Charges calling for the expulsion of a member for cause, or the removal of an officer for cause may be brought in the form of a petition filed with the Secretary of the Association and signed by three (3) members of the Executive Board. The petition shall describe in detail the circumstances and known facts that constitute grounds for expulsion from membership or removal from office.

**14.2 Due Process:** Any member of the Association who is alleged to have engaged in conduct that constitute grounds for expulsion from membership in the Association, or any officer who is charged with conduct unbecoming an officer of the Association shall be entitled to due process. Due process shall include the right to respond to charges in writing or in person before the Disciplinary Review Committee of the Association.

**14.3 Disciplinary Review Committee:** The Executive Board shall conduct all disciplinary proceedings.

**14.4 Notice of Hearing:** Notice of the Disciplinary hearing to be held shall be given as follows:

- (a) A written notice shall be sent to the affected member from either the Secretary or the Assistant Secretary as appropriate, at the direction of the Disciplinary Review Committee giving notice of the Association's intent to initiate disciplinary proceedings for the forfeiture of membership for cause or for the removal from office for cause as the case might be.
- (b) The notice shall (i) recite the charges or allegations that constitute cause for the proceedings, (ii) Invite the affected member or officer to appear and be heard at a hearing to be conducted by the Disciplinary Review Committee (iii) state the place, date, and time of the disciplinary

proceedings to be scheduled, which date shall be no earlier than twenty-one (21) days after the notice is mailed.

- (c) A notice shall also be sent to the persons making the allegations against the affected member or officer inviting them to appear and give testimony at the hearing at the scheduled date, time and place.

**14.5 Conduct of Hearing:** The Disciplinary Review Committee shall conduct closed proceedings to hear evidence and testimony presented by those making the allegations and the response by the affected member or officer. The Secretary or the Assistant Secretary shall be present to take minutes of the proceedings for the benefit of the Committee's deliberations.

**14.6 Failure to Appear:** Failure of the affected member or officer to appear at the scheduled hearing shall constitute just cause for the forfeiture of membership or removal from office as the case might be. If none of the persons signing the petition appears to give testimony in support of the allegations, the charges shall be dropped and the matter considered closed.

**14.7 Disciplinary Action:** The Disciplinary Review Committee shall conduct a closed meeting to review and consider the charges together with the testimony presented and all evidence available to the Committee. By a two-thirds (2/3) vote of its members by secret ballot the Committee may reach any of the following findings or conclusions.

- (a) The Committee may find that there was not sufficient grounds for the expulsion of the member or the removal of the officer and that no action is warranted under the circumstances. This decision shall be final and take effect immediately.
- (b) The Committee may find that there was evidence of conduct unbecoming a member or an officer of the Association, but that no disciplinary action is warranted either because the offending party has taken sufficient remedial steps to address the situation or because there were extenuating or unusual circumstances that needed to be taken into consideration. This decision shall be final and take effect immediately.
- (c) The Committee may determine that a reprimand is in order based on a finding that the injury to the Association was not significant or damaging enough to warrant expulsion or removal from office. The reprimand shall include a warning that further or continued evidence of the offending conduct could result in expulsion from the membership of the Association or removal from office. This decision shall be final and take effect immediately.
- (d) The Committee may determine that the conduct or violation warrants expulsion from the membership or removal from office.
- (e) The decision to expel the affected member shall be final and take effect immediately.

**14.8 Committee Report:** The Committee shall file a written summary report of the deliberations of the Committee for the record, with the Secretary, within five (5) days after rendering its decision.

## **ARTICLE 15 – NOMINATIONS AND ELECTIONS**

**15.1 Appointment:** The Executive Board shall appoint a Nominations and Elections Committee consisting of three (3) members and two (2) alternates and designate its Chair by August of the election

year. None of the members appointed to this Committee shall be members of the incumbent Executive Board. No person who has agreed to be a member, alternate member, or candidate for membership on the Nominations and Elections Committee, shall be eligible to be nominated for office in the year in which the committee serves.

**15.2 Responsibilities:** The responsibility of this Committee shall be to prepare a slate of nominees with appropriate skills to serve as officers of the Executive Board and to supervise the election process.

**15.3 Nomination Process:**

- (a) The Nominations and Elections Committee shall nominate from among the eligible members of the Association, one candidate for each office and shall procure the acceptance of each nominee so chosen.
- (b) The Committee shall submit its slate of candidates to the membership at a Nominations meeting in September.
- (c) By a majority vote of the membership at that meeting, additional nominations may be added to the slate of candidates.
- (d) The resulting slate of nominees approved by a majority vote of the members present shall constitute the slate of candidates for election at the Annual membership meeting of the Association.

**15.4 Nomination Guidelines:**

- (a) The additional nominations provided for herein may be made only from among those members who have not accepted a nomination of the Nominations Committee.
- (b) No member may be nominated for office without the member's consent.
- (c) No person shall be a candidate for more than one position.
- (d) No nominations shall be made at the Annual Meeting or in any manner other than as provided for in these Bylaws.

**15.5 Election Process:**

- (a) Only members in good standing shall be eligible to vote in the election of officers.
- (b) At the close of the Nominations Meeting, the Chair of the Membership Committee shall present for certification by the Secretary a final roster of members in good standing who shall be eligible to vote at the Election Meeting of the Association.
- (c) Due notice shall be given to members of the deadline for the certification of voters by the Secretary at least one month in advance.
- (d) A member who is on the certified roster of eligible voters may vote in person or appoint a proxy holder to vote as the member's representative at the Election meeting in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Association.
- (e) The instrument appointing a proxy shall be in writing executed by the member or his/her attorney and shall conform to the requirements of the Association.
- (f) A proxy can only be exercised, if at the commencement of the Elections meeting, it is presented to the Secretary and the eligibility to vote of the member appointing the proxy has

been validated and initiated by the Secretary for subsequent presentation to the Nominations and Elections Committee at the time of voting.

- (g) If there are no contested positions on the ballot, there will be a vote by secret ballot to approve the slate of officers.
- (h) If there is one or more contested positions on the ballot, the vote will be held by secret ballot to approve the candidate(s) for both the contested and uncontested positions.
- (i) The Executive Board is authorized, at its option, to designate no more than three (3) independent outside observers to observe the voting process and tallying of ballots for the election of Executive Board Officers.

#### **15.6 Distribution and Casting Ballots:**

- (a) Prior to voting, the presiding officer shall announce the number of proxy notices that have been confirmed by the Secretary.
- (b) At the time of the distribution of ballots, the Nominations and Elections Committee shall cross check all voters against the roster of eligible voters provided by the Secretary including voters for whom validated proxies are to be exercised upon presentation of the same to the Nominations and Elections Committee.
- (c) Members holding Individual Membership shall be entitled to one vote.

#### **15.7 Tabulation of Ballots:**

- (a) The members of the Nominations and Elections Committee shall count the ballots, record the results on a Tally Sheet and sign it.
- (b) Candidates receiving a majority of the ballots cast shall be deemed elected to the respective positions for which they are candidates for office.

### **ARTICLE 16 – INDEMNIFICATION**

**16.1 Indemnification:** The Association shall indemnify any officer, or former officer of the Association against all expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been an officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaws, by resolution or otherwise. The Association shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

### **ARTICLE 17 – DISSOLUTION OF ASSOCIATION**

**17.1 Dissolution of the Association:** Upon termination or dissolution of the Association, assets lawfully available for distribution shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE 18 – PARLIAMENTARY AUTHORITY**

**18.1 Rules of Procedure:** The rules of procedure contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered in these bylaws or any other special rules of procedure the Association may adopt.

#### **ARTICLE 19 – AMENDMENTS**

**19.1 Procedure:** Amendments or revisions to the bylaws may be proposed by a resolution of the Executive Board or by written petition addressed to the Secretary and signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Executive Board and must be submitted to the membership with the recommendation of the Executive Board for a vote within three (3) months of the date when the petition was received by the Secretary.

**19.2 Notice:** Notice of proposed amendments or revisions to the Bylaws shall specify a date not less than 30 days after notice is given, by which voting on the proposed amendment or revision will take place.

**19.3 Approval:** A favorable vote of 2/3 of the members in good standing at a general or special meeting of the Association shall be required to approve any such amendment or revision.

**19.4 Effective Date:** Revisions or amendments shall become effective at the adjournment of the meeting.

#### **CERTIFICATION**

These bylaws were approved at a duly called membership meeting by a majority vote on April 8, 2017.

Mamin Mamas  
Secretary/Assistant Secretary

Date 6/6/2017