

# Friends of Jamaica Peace Corps Association

## BY LAWS

Amended September 2006

### **Article I. Name.**

This organization shall be called Friends of Jamaica Peace Corps Association.

### **Article II. Purpose.**

**Section 1.** The purpose of this Association is to:

- (a) Promote charitable and educational purposes, as those terms are used in Section 501(c) of the Internal Revenue Code, in connection with accomplishing the third goal of Peace Corps as originally mandated by Congress in 1961: "to promote a better understanding of other people on the part of the American people."
- (b) Provide an interdisciplinary forum for charitable activities, professional development, networking, and exchange of knowledge related to understanding and assisting people from diverse cultures who served in the Peace Corps in Jamaica and for others who have an interest in assisting Jamaica and its returned Peace Corps Volunteers.
- (c) Provide support for newly Returned Peace Corps Volunteers re-connecting with their community and culture in the United States while allowing them to continue with public service related activities similar to those encountered in their Peace Corps service.
- (d) Provide a venue for Returned Peace Corps Volunteers to utilize their public service skills in their current community.

**Section 2.** The Association is a not-for-profit organization organized exclusively for charitable and educational purposes. No Board member, officer, agent or employee shall at any time receive or be entitled to receive any compensation or pecuniary profit from the operation of the Association or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the Association in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said nonprofit purposes.

### **Article III. Membership.**

**Section 1.** Eligibility. Any individual interested in the purposes of the Association shall be eligible for membership. Members are defined as those who have paid the currently stipulated membership dues. Dues must be paid annually to retain membership. Peace Corps Volunteers who have completed their service and returned to the United States within the past 6 months may receive a one-year free membership.

**Section 2.** Rights. All members have the right to vote for officers and on other official matters of the Association, to hold office if duly elected, and to receive all notifications pertaining to the official business of the Association. Where possible, all decisions regarding the operations of the Association will be made via email during announced times so all members can vote whether present at general meetings or not. The Association will protect the privacy of its members by not selling its mailing list to outside parties. However, certain items may be included in a regular Association mailing provided that the Board determines it will be of interest to members and the requesting organization pays for the cost of that mailing.

**Section 3.** Dues. The annual membership dues shall be determined by the Board of Directors.

## **Article IV. Governing Body**

**Section 1.** Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors consisting of a President, a Vice-President, a Secretary, a Treasurer, a Membership Chair and such additional Officers as created from time to time by a majority vote of the Board of Directors.

**Section 2.** Governing Powers and Duties. The Board shall have all the powers and duties necessary or appropriate for the administration of affairs of this Association and may do all such acts and things as are not by law or by the by laws of the Association or by this Constitution directed to be exercised and done by members.

The duties of the Board shall include:

- (a) Carrying out any necessary business of the Association between the general meetings.
- (b) Determining the Coordinators of Special Project Committees of the Association. The Council will monitor the activities of all Committees and provide for periodic reports on their activities to the membership.
- (c) Authorizing any matters to be submitted to a vote of the general membership of the Association including election of officers. The Board will receive and consider petitions from the membership for matters to be submitted to a vote of the general membership of the Association; any such petition signed by fifteen (15) percent of the current membership makes submission of the issue to the membership mandatory upon the Board.
- (d) Authorizing, adopting and publishing any rules and codes for the Association not specifically at variance with the By Laws of the Association, or the laws of or the laws of the State and Federal government .

**Section 3.** Election and Term of Office. Each position on the Board is a two-year term. The procedure for selecting officers shall be as set forth in Article V, Section 2. The term of office generally shall be from September 1st to August 31<sup>st</sup> or until an officer is removed for cause.

**Section 4.** Vacancies. An officer may resign only by submitting a written resignation to the President or Secretary or to the Directors, if the resigning officer is the President. If any position of the Board members becomes vacant, the Board will appoint a member of the Association to serve on Board until the next general election.

**Section 5.** Removal of Board Members. At any Board meeting duly called, any one or more of the Board members may be removed with cause by a majority vote of members of the Board. A successor Board member may then and there be appointed to fill the vacancy thus created.

**Section 6.** Compensation. Compensation shall not be paid to Board members for their services in their capacity as Board members, nor pursuant to any other contractual arrangements. However, Board members may be reimbursed for actual expenses incurred by them in the performance of their duties, as approved by a majority of the Board.

Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Association for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction.

**Section 7.** Meetings. The Board shall generally meet quarterly, however, an annual meeting of the Board must occur regularly in August of each year on a date fixed by the Board of Directors and upon not less than ten (10) days written notice, if practical, to each Board member, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board may be called by the President or by at least two other Board members, in writing, on three (3) days ' notice, if practical, to each Board member, which notice shall state the time, place, and purpose of the meeting. All meetings of the Board shall be open to the membership except for those times when the Board will discuss matters involving personal privacy. All members present at meetings shall also have a vote in any decisions made at that meeting.

**Section 8.** Quorum. At all meetings of the Board, a simple majority of the Board members shall constitute a quorum for the transaction of business. In all votes requested by email, all Board members with functioning email addresses shall constitute a quorum for requesting a vote.

#### **Article V. Officers**

1. **Officer positions.** The officers of this organization shall consist of consisting a President, a Vice-President, a Secretary, a Treasurer, a Membership Chair and such additional Officers as created from time to time by a majority vote of the Board of Directors.
2. **Officer Selection.** Officers shall be selected each year in August, or when a vacancy occurs. Should more than one person be interested in any office, an election shall be held. An invitation to volunteer for office positions shall be published. No one person may serve more than four years in office in the same position.

#### **ARTICLE VI. FISCAL MANAGEMENT**

**Section 1.** Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year.

**Section 2.** Books and Accounts. Books and Accounts of the Association shall be kept under the direction of the Treasurer.

**Section 3.** Execution of Association Documents. With prior authorization of the Board, all notes and contracts shall be executed on behalf of the Association by the President or his or her designee, and all checks shall be executed on behalf of the Association by the Treasurer or the President.

**Section 4.** Distribution of Fundraiser Proceeds. No less than five percent and no more than twenty percent of proceeds from all Association fundraisers shall be retained by the Association to fund future events and activities. The actual percentage rate shall be determined by the Board. If no vote takes place, five percent will be automatically retained by the Association.

**Section 5.** Approval of Association expenditures. Expenditures other than regularly occurring newsletter and event expenses must be pre-approved as stipulated below. Increases in regularly occurring expenses or purchases for special events must be approved by at least two Board members. Special purchases of over \$500 must be approved by the Board. Receipts may be submitted to the Association Secretary-Treasurer for reimbursement.

**Section 7.** Solicitations of Donations. Other organizations may submit requests for donations from the Association. Association donations must be approved by a majority vote of the Board, and can be no more than 20% of the Association ' s available funds. Criteria for determining a response to the grant request include: whether (1) the association has funds available, (2) the request is at least 60 days prior to the event necessitating the funds, (3) the requestor is an established philanthropic organization, and, (4) the funds will be used in a way that meets the Peace Corps ' Goals.

**Section 8.** Disbursement of assets at dissolution. No member, director, or officer of the association, nor any private person shall be entitled to share in the distribution of any of the association's assets upon dissolution of the association or winding up of its affairs. Upon such dissolution or winding up of affairs, after making provision for the payment of all the liabilities of the association, all of the remaining assets of the association shall be distributed for substantially similar uses and purposes to any organization which would then qualify for exemption under the provision of section 501(c)(3) or (6) of the U.S. Internal Revenue Service code as now stated or as it may be hereafter amended.

#### **Article VII. Amendments to the bylaws.**

1. These bylaws may be amended by a two-thirds vote of the officers. Any change in the bylaws shall be published in the newsletter and on the website.

2. Any member of the organization may seek an amendment to the bylaws by following these procedures:
  - a. The specific proposed amendment shall be submitted in writing to the president and signed by at least six members;
  - b. The officers shall vote on the amendment. A two-thirds majority is required to pass the amendment.

**Article VIII. Nondiscrimination.** The organizations, officers, directors, employees and person served by this Association shall be selected in a non-discriminatory manner with respect to age, race, sex, color, sexual orientation and political or religious opinion or affiliation.