

JAMAICAN WOMEN OF FLORIDA

BYLAWS

Revisions October 2019

**ARTICLE I  
NAME AND PLACE OF BUSINESS**

Section 1. Name. The name of this organization shall be Jamaican Women of Florida, Inc. (the "Association").

Section 2. Principal Office. The principal office for the transaction of business of the Association shall be at such address in Broward County, State of Florida, as may be fixed, from time to time, by the Executive Board (Board).

The designation of the county or state of the Association's principal office may be changed by amendment of these bylaws. The Board may change the principal office from one location to another within the named county by recording the changed address and effective date in the Association's records, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

**ARTICLE II PURPOSE**

**Section 1. IRC Section 501(c)(3) Purposes**

The Association is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

**Section 2. Specific Objectives and Purposes**

The purpose of this Association shall be to promote the welfare of women of Jamaican descent living in the State of Florida and in Jamaica by mentoring, networking and self-development.

**ARTICLE III MEMBERSHIP**

Section 1. Membership Classifications. There shall be the following classifications of memberships in the Association:

1. (i) Regular Members
2. (ii) Associate Members
3. (iii) Honorary Members

## JAMACIAN WOMEN OF FLORIDA BYLAWS 2019

Section 2. Regular Members. Any woman of Jamaican descent residing in Florida shall be eligible for Regular Membership in the Association upon timely payment of dues as prescribed by the Executive Board. In addition to the foregoing, a Regular Member shall be defined as one who has submitted a written application on the form prescribed by the Executive Board, is current in the payment of appropriate dues, and has not been subject to suspension or termination of membership as set forth in Section 6 of Article III.

Section 3. Associate Members. Any person interested in promoting the objectives of the Association, and any other person not meeting the criteria set out in Section 2 of this Article III shall be eligible for associate membership upon the payment of dues as prescribed by the Executive Board.

Associate members shall not be entitled to hold office, vote, or participate in the election of officers and/or Executive Board members of the Association.

Section 4. Honorary Members. Honorary members shall be persons selected by the Executive Board. They shall pay no dues, and may hold no office and have no vote in the affairs of the Association.

Section 5. NextGen members shall be regular members of the Association who are between the ages of eighteen (18) to thirty-nine (39), and who otherwise qualify for general membership.

Section 6. Suspension or Termination of Membership. Any member of the Association may be censured, suspended or terminated for good cause shown by a majority vote of the Regular members.

## ARTICLE IV DUES

Section 1. Establishment of Dues.

1. (i) The annual dues for each membership class shall be fixed by the Executive Board by a majority vote, prior to the beginning of each fiscal year.
2. (ii) The Association's fiscal year shall begin on January 1st and end on December 31st of each year.
3. (iii) The Annual dues established by the Executive Board shall be approved by the general membership.

Section 2. Membership Dues.

(i) Dues are due on January 1st of each year.

(ii) Non-payment of dues precludes Regular Members from voting on the Association's business, and/or otherwise participating or voting in the Association's general elections and nominating process. Any Regular Member failing to make their dues payment as provided in

Section 2(i) of this Article shall be deemed an inactive member. Upon payment of previously unpaid dues such inactive member shall regain Regular Member status for the year in which such payment is made and thereupon shall again become entitled to participate in the election and nominating process.

**ARTICLE V  
GENERAL MEMBERSHIP MEETINGS**

Section 1. Annual Meeting. The Association shall hold an annual meeting of the members each year on a date to be fixed by the Executive Board. At such annual meeting, the Regular Members who are then active members shall vote to elect the Executive Board of the Association.

Section 2. Regular Meetings. Regular meetings of the Association shall be established by the Executive Board and communicated by electronic mail to the members of the Association.

Section 3. Special Meetings. Special meetings may be called by the (i) President, (ii) Executive Board or by (iii) the General Membership upon notice to the President with the written approval of ten (10) Regular Members. Notice of any special meeting of the Association shall be given not less than forty-eight (48) hours before the meeting and shall state the date, time, place, and purpose for such meeting.

Section 4. Quorum and Voting.

1. (i) A simple majority of Regular Members at a duly noticed meeting shall constitute a quorum for the transaction of business at any annual, regular or special meeting. .
2. (ii) Except as otherwise provided by these bylaws, the meetings of the Association shall be conducted in accordance with Robert's Rules of Order, latest revision. At all meetings of the Association, the order of business shall be prescribed by the presiding officer.
3. (iii) All items or issues requiring a vote by the membership shall require a majority vote to succeed. The term "majority vote" shall mean the vote of a simple majority of the eligible voting Regular Members present and voting at a meeting at which business is transacted.

**ARTICLE VI  
OFFICERS**

Section 1 - The Executive Board

The Association shall have a President, Immediate Past President, Vice President, Secretary, Treasurer, and three Board Members at least one of whom shall be a member of the NextGen classification of membership. The foregoing officers shall be elected for a one-year term by members of the Association. The Vice-President shall succeed to the office of the President and the President shall succeed to the office of Immediate Past President without further vote of

the membership. **Board members may serve no more than two consecutive terms** and shall be eligible to be nominated to serve on the Board one year after the end of **their second consecutive term**. Each Executive Board member shall serve on at least one (1) committee during each year of their term in office.

The **President** shall be the chief executive officer of the organization shall preside at all meetings of the organization and executive board, shall appoint committee chairpersons, and shall perform all the duties as are usually exercised by chief executive officers or which may, from time to time, be prescribed by the bylaws or by the executive board.

The **Immediate Past President** shall provide advice and leadership to the executive board regarding past practices and other matters to assist the Board in governing the organization. The immediate past president shall support the president and the vice president on an as needed basis. The Immediate Past President shall not be eligible to vote on any Association business.

The **Vice President** shall perform such duties as are delegated by the president or the executive board and shall monitor the work of the committees of the organization. The vice president shall be the chair of the membership committee. In the event that the president is absent or unable to perform, the vice president shall perform the duties of the president. The vice president shall be responsible for maintaining the Association's post office box and shall also be responsible for receiving administering and disbursing all correspondence received or sent by the organization.

The **Secretary** shall keep an accurate written record of all meetings of the organization and of the executive board and shall be responsible for maintaining the permanent files of the organization. The secretary shall keep a record of the names, addresses and emails of all of the members of the organization and, in the case where any membership has been terminated, she shall record such fact in the membership book together with the date on which such membership ceased. The secretary shall also certify and keep at the principal office of the Association or at such other place as the board may determine, the original, or a copy, of these bylaws as amended or otherwise altered to date, as well as a book of minutes of all meetings of the board, and, if applicable, meetings of committees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. The Secretary shall exhibit at all reasonable times to any member of the Association, or to their agent or attorney, on request therefor, the bylaws, the membership book, and the Minutes of the proceedings of the board of the Association.

The **Treasurer** shall be the custodian of all funds of the organization, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board; shall be responsible for the collection and disbursement of all funds of the Association as may be directed by the Board, shall supervise the preparation of the annual budget and shall perform such other duties as may, from time to time be prescribed by the executive board. The treasurer shall also keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses; exhibit at all reasonable times the books of account

and financial records to any member of the Association, or to their agent or attorney, on request thereof; render to the president and directors, whenever requested, an account of any or all of their transactions as treasurer and of the financial condition of the Association; and prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

The **Board Members** shall perform such duties as are delegated by the president or the executive board.

#### Section 2. Non liability of Officers

The Officers shall not be personally liable for the debts, liabilities, or other obligations of the Association.

#### Section 3 Indemnification by Association of Officers

The officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of this state.

#### Section 4 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including an, officer, employee, or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## ARTICLE VII

### EXECUTIVE BOARD

#### Section 1. Composition of Board and Term

1. (i) The property and business of this Association shall be managed by the Executive Board which shall consist of the elected officers.
2. (ii) Minutes of the business conducted at all meetings of the Association and/or the Executive Board shall be made available to any regular member upon written request.
3. (iii) Each Executive Board Member shall serve on at least one (1) committee during each year of their term of office as provided under Article VIII.

Section 2. Removal of Executive Board Member. The absence of an Executive Board Member from three (3) regular meetings of the Board or five (5) regular Association meetings during any term of office without written excuse, acceptable to a majority of the Executive Board, shall

result in automatic removal from office and such office shall become vacant at the conclusion of the next scheduled meeting of the Executive Board.

### Section 3. Meetings.

1. (i) Meetings of the Executive Board shall be held regularly at such times and places as the Executive Board may fix. Written notice of each Executive Board meeting shall be provided by electronic mail not less than three (3) days before the meeting. The Executive Board shall utilize a Consent Agenda for all meetings. The Chairs of each standing and ad hoc committee shall submit their reports to the President by electronic mail at least 48 hours prior to the Executive Board Meeting. The President shall ensure that the reports are emailed to the members prior to the Meeting. In the event the Chair's Report is not provided to the President in accordance with this requirement, the business of the Committee will not be considered by the Board at the scheduled meeting.
2. (ii) Special meetings of the Executive Board may be called by the President. Reasonable notice shall be given of all special meetings. Notice shall specify the matters to be considered at such special meeting, and such notice may be by electronic mail.

### Section 4. Endorsement of Candidates for Public Office.

The Association shall not endorse any candidates for public office.

## **ARTICLE VIII COMMITTEES**

### Section 1. Composition and Appointment

1. (i) There shall be Standing Committees in addition to the Executive Board, with powers and duties as set forth herein.
2. (ii) Ad Hoc Committees, as required from time to time, may be created with such powers and duties as may be approved by the Executive Board.
3. (iii) The President shall appoint the Chairperson of all Standing and Ad Hoc Committees. Whenever possible each Committee shall consist of at least one (1) member of the Executive Board.
4. (iv) The Chairperson of each Standing and Ad Hoc Committee shall be responsible for the progress and effectiveness of the Committee and shall provide a report to be submitted for consideration of the Executive Board and Association members at all regular meetings of the Association. A majority of the members present at any Committee meeting shall constitute a quorum. The President shall have full authority to change the membership of Committees in order to facilitate their active functioning.
5. (v) The President shall be an ex-officio member of every Committee and may call a meeting of any Committee.
6. (vi) The Chairperson of each Committee shall turn over to the Secretary at the end of the fiscal year all permanent records and files of the Committee.

Section 2. Standing Committees. The Standing Committees of The Association shall be as follows: Election and Bylaws Committee, Membership Committee, Events/Retreat Committee, Budget & Finance Committee, Mentorship Committee and Marketing/Communications/PR Committee.

1. (i) **Election/Bylaws Committee.** See Election Code which controls the governance of Elections. The Bylaws Committee shall review all proposed revisions and amendments to the Bylaws of the Association. This Committee shall determine the possible effect of the proposed revision and/or amendment which include but are not limited to procedural effects, substantive effects, and financial ramifications.
2. (ii) **Membership Committee.** The Membership Committee shall implement the guidelines for membership in the Association and promote the Association's growth through planned activities to encourage persons eligible for membership to join the Association. The Vice president shall be the chair of the Membership Committee.
3. (iii) **Events/Retreat Committee.** The Events/Retreat Committee shall plan, organize and implement the Association's events and bi-annual retreats, and partner with various community organizations in events that further the goal of JWOF. The Vice President shall be the chair of the Events/Retreat Committee.
4. (iv) **Budget and Finance Committee:** The Budget and Finance Committee shall consider the Association's financial needs, plan, evaluate; make budgeting and general recommendations regarding financial policy to the Association; and offer advisement on ways and means by which funds to meet the operating budget can be realized. The Committee shall present an operation budget for approval by the general membership. The fiscal operating budget shall be voted on and must be approved by majority vote of the general membership not later than the **third meeting of each fiscal year.**
5. (v) **Mentorship Committee:** The Mentorship Committee shall create and monitor programming to assure that the mission of the Association to promote the welfare of women of Jamaican descent living in the State of Florida and in Jamaica by mentoring is carried out.

(v) **Marketing/Communications/PR:** The Marketing/Communications/PR committee is responsible for the imaging and branding of the Association through its web and social media presence, for promoting the Association in the community and globally and for promoting all the Association's events and partnerships.

## ARTICLE IX

### AMENDMENT OF BYLAWS

Section 1. Amendment Procedure. Only Regular Members may propose an amendment to the Association's Bylaws. The Member shall submit the proposed revision by electronic mail ("Proposal"). The member shall forward the Amendment to the Bylaws Committee. The Committee Chairperson shall with the majority consent of the Committee make recommendations to the Executive Board in accordance with Article IX - Section 2(ii). The

Amendment should be brought before the Association within one hundred twenty (120) days of its submission.

Section 2. Quorum and Voting.

1. (i) For purposes of a meeting to address amendments to the Bylaws, a simple majority of eligible members shall constitute a quorum
2. (ii) All revisions of or amendments to the Bylaws shall require a two-thirds (2/3) vote of the eligible Regular Members present and voting at meeting to succeed.

Section 3. Effective Date. All revisions of or amendments to the Bylaws receiving the approval of the Association as designated herein shall become effective immediately unless otherwise stated by the specific proposal or by the Association.

## ARTICLE X

### VACANCY OF OFFICE

Section 1. Definition: An Executive Office shall be considered vacant if an officer dies, resigns, or otherwise fails to complete their term

Section 2. Office of President: In the event the office of President becomes vacant the Vice president shall accede to the Office of President. **A Special Election shall be held within 2 weeks to fill the office of Vice President.**

Section 3. All Other Offices:

(i). If any other office becomes vacant, the President shall declare an election within (2) weeks to fill the vacancy. The President shall have the power to fill the vacancy during the interim.

(ii). If both the Office of the President and Vice President become vacant, the **Immediate Past President shall assume the role of Acting/Interim President** temporarily until a **Special Election is called within 2 weeks to elect a new Vice President, who shall succeed to the office of President at the next induction of officers for the term immediately following the next general election, without further vote of the membership.**

**Section 4. Filling Board Vacancy – Partial Term of Office**

**In the event a position on the Executive Board becomes vacant with less than seven months remaining in the term of office, the executive elected by vote of the membership in a special election shall not be considered to have served a full term of office for purposes of fulfilling the terms limits described in Article VI Section 1, and is eligible to be nominated to serve on the Board for their first full term commencing with the term immediately following the next general election.**



## **ARTICLE XI**

### **REMOVAL OF EXECUTIVE BOARD MEMBER & OFFICERS**

Section 1. Removal of an officer must be in strict accordance with this Article.

Section 2. Any officer may be removed for cause. Cause is defined as the failure to act in accordance with any of the provisions of the Association's Bylaws or a breach by said officer of his or their fiduciary responsibility to the Association.

Section 3. Removal Procedures.

(i) The removal process of any officer and/or Board member shall be commenced with a written petition specifying the charges and signed by not less than (20%) of the general membership.

(ii) The original petition shall be filed with the President and Secretary through registered mail return receipt. If the subject officer is the President, the petition shall be served to the vice president.

(iii) The removal of an officer shall be voted on by the regular membership at a meeting called for that purpose within (7) calendar days after the petition is filed and served.

## **ARTICLE XII**

### **ELECTION CODE**

Section 1. Election Procedure

- (i) Election shall be held during the regular general meeting every year.
- (ii) The Election/Bylaw committee shall establish and oversee the election process.

Section 2. Election/Bylaw Committee

- (i) The Election/Bylaw Committee Chairperson shall be appointed by the President.

## JAMACIAN WOMEN OF FLORIDA BYLAWS 2019

- (ii) The Election/Bylaw Committee shall consist of no more than five (5) Regular Members including the chair.
- (iii) In the event that four (4) or more Regular Members volunteer for the Election/Bylaw Committee, the President shall designate a random process by which four (4) Regular Members will be chosen.
- (iv) For Purposes of the Election two alternates who are Regular members, shall serve as members of the Election/Bylaw Committee in case any Committee member fails to perform his or their duties. The alternates shall be selected by the same random process used to select the Election/Bylaw Committee.
- (v) For Purposes of the elections the members of the Election/Bylaws Committee shall not be:
  - 1. A candidate for any office in the election;
  - 2. On suspension or terminated pursuant to Article III, Section 6 of these Bylaws;
  - 3. An officer in the Association; and
  - 4. A relative of any candidate in the election by blood, marriage or adoption.
- (vi) Any member of the Election/Bylaw Committee who intends to run for office shall resign from the Committee prior to the commencement of the election process by the Committee, and their replacement shall be appointed by the President.

### Section 3. Election/Bylaw Committee Duties.

The duties of the Election/Bylaw Committee shall consist of, but shall not be limited to, the following:

- (i) to organize, supervise, and conduct all official elections of the Association in compliance with this Code;
- (ii) to report all violations of the Election Code to the Executive Board;
- (iii) to post all information concerning an election; which include, but is not limited to, notifying Regular Members by email of the nominated candidates before the annual general meeting scheduled to occur prior to the end of the first calendar quarter;
- (iv) to ensure that only eligible Members vote;

## JAMACIAN WOMEN OF FLORIDA BYLAWS 2019

- (iv) to count the ballots; (vi) to present a written election report on the propriety of the election to the outgoing Executive Board.

### Section 4. Procedure for Nominations.

- (i) No less than thirty days in advance, the Secretary shall prepare and email to each Regular Member of the Association a list of the regular members who are in good standing and eligible for nomination to elected office as shown by the Association's financial records, before the Annual General Meeting scheduled to occur prior to the end of the first calendar quarter.
- (ii) Any regular member may nominate another regular member by filing written nomination with the Election/Bylaw Committee. The Election/Bylaw Committee shall prepare and present a nomination ballot at least 7 days before the annual general meeting.
- (iii) No further nominations will be accepted less than 14 days prior to the elections which will be conducted during the annual general meeting.
- (iv) Candidates may only run for one officer position. After nominations are received, the Election Committee shall send a letter to the prospective candidate requesting confirmation of the Candidate's acceptance of the nomination. In the event the candidate has been nominated for more than one position, the Candidate shall indicate which nomination she will accept.

### Section 5. Qualifications and Term of Office:

- (i) All candidates shall be in good standing with a minimum of six (6) months Regular Membership in the Association, participated in a minimum of two (2) volunteer events and/or committees, and meet all financial obligations for the current fiscal year at least 30 days prior to the election.
- (ii) Term of office shall be one year.
- (iii) Newly elected officers shall take their positions at the conclusion of the annual general meeting.

### Section 6. Voting Procedure.

- (i) Only eligible Regular Members shall be able to vote at any and all elections.
- (ii) The Election/Bylaw Committee shall verify the membership status of each regular member before a ballot is issued to that Regular Member.

## JAMACIAN WOMEN OF FLORIDA BYLAWS 2019

- (iii) Elections may be conducted by electronic and/or paper ballot.
- (iv) All Officers will be elected by majority vote.
- (v) The Election/Bylaw Committee shall count all ballots and announce the result at the election.

### Section 7. Election Procedure.

- (i) The order of the election process shall be three (3) At Large Board Members, Secretary, Treasurer, and then Vice-President. The Vice president shall become President and the President shall become Immediate Past President without need for a vote by the General Members.
  - 1. The Vice President shall advise the Election/Bylaw Committee in writing of their intent to accept or decline ascending to the office of President prior to the Committee opening the nomination process to the general membership.
- (ii) Any unopposed candidate shall automatically be elected, and may briefly speak to the electorate. If there is opposition, each candidate may speak on his or their own behalf for up to (5) minutes.
- (iii) The Election Committee shall organize a question and answer period, during which any regular member may directly question any candidate, after his or their speech, for no more than (5) minutes.
- (iv) The vote shall be taken by secret ballot, sent electronically by email or on paper ballot distributed on the day of the election.
- (v) In the case of a tie among any candidates, the electorate may invite the remaining candidates to speak for up to (3) more minutes, and then continue to ballot until an election occurs.
- (vi) If a tie recurs, the electorate may provide for an election by a specified random method where each remaining candidate enjoys the same chance of election. The ordinary method to break such a deadlock shall be for the outgoing President, observed by the Election Committee and General Membership to flip a coin once.
- (vii) To maintain the integrity of the election the Election/Bylaw Committee shall conduct the election process independent of the Executive Board and/or any officer who intend to hold themselves up for nomination.

Section 8. Proxies.

Proxies shall be submitted to the Election Committee no later than (2) days before the election.

Section 9. Factual Questions.

- (i) The Election Committee may answer a factual question, but shall not give any opinion regarding any candidate.
2. (ii) The Election Committee on its own motion or at the written request of any voter or candidate, shall promptly decide any question arising under these rules or otherwise relating to the election, including a complaint that a candidate has broken these rules.
3. (iii) The decision of the Election Committee shall be final with regard to any factual question so decided.

Section 10. Disqualification.

1. (i) The Election Committee shall, on the basis of clear and convincing evidence, disqualify any nominee who has broken this Code.
2. (ii) The President shall give timely notice to any nominee who is liable to be so disqualified, who may personally appear before the Election Committee and confront any evidence against them.
3. (iii) Any such proceeding shall be private and confidential, unless the nominee waives his or their right to privacy and confidentiality.
4. (iv) The Election Code shall be strictly construed. A nominee is strictly liable for any infraction of these rules, however slight, unless the infraction results from another's inequitable conduct. Neither good faith nor ignorance shall be a defense to a complaint against a nominee who has allegedly broken these rules.

**Article XIII**  
**Execution of Instruments, Deposits, and Funds**

Section 1. Execution of Instruments

The Board, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the treasurer and countersigned by the president of the Association.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

## **Article XIV**

### **Corporate Records, Reports, and Seal**

Section 1. Maintenance of Corporate Records The Association shall keep at its principal office:

1. Minutes of all meetings of the board, committees of the board, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
3. A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the Association's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

Section 2. Corporate Seal

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### Section 3. Members' Inspection Rights

Regular Members and Officers shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

a. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the Association by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this Association as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this Association, to be so prepared and delivered within the time limits set by law.

## **Article XV**

### **IRC 501(c)(3) Tax Exemption Provisions**

#### Section 1. Limitations on Activities

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

### Section 3. Distribution of Assets Upon Dissolution

Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Association 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article XVI**

### **Conflicts of Interest**

#### Section 1. Definition of Conflicts of Interest

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Association policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of their immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% equity holder. Service on the board of another not-for-profit Association does not, in and of itself, constitute a conflict of interest.

#### Section 2. Disclosure of Conflicts of Interest.

An Officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging their duties with respect to any matter involving the conflict which comes before the Board; (b) prior to entering into any contract or transaction involving the conflict; and (c) as soon as possible after the Officer learns of the conflict. The Secretary of the Association may distribute (not more frequently than once during any consecutive 365-day period) to all Officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Association and whether the process for approval set forth in Section 3 of this Article was used.



Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.

An Officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Association the material facts surrounding any actual or potential conflict of interests, including specific information concerning the terms of any contract or transaction with the Association. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Association and the arrangements are consistent with the best interests of the Association. Fairness includes, but is not limited to, the concepts that the Association should pay no more than fair market value for any goods or services which the Association receives and that the Association should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Association.

Section 4. Validity of Actions.

No contract or other transaction between the Association and one or more of its Officers, or between the Association and any other Association, firm, association or other entity in which one or more of its Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Officer is present at the meeting of the Board which authorized such contract or transaction, or that their votes are counted for such purpose, if the material facts as to such Officer's interest in such contract or transaction were disclosed to the Board and the contract or transaction was thereafter approved by a vote sufficient for such purpose without counting the vote or votes of such interested Officers. Common or interested Officers may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Officer should not be present at the meeting.

## **Article XVII**

### **Compensation Approval Policies**

Section 1. Compensation Approval Policies

## JAMACIAN WOMEN OF FLORIDA BYLAWS 2019

A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for officers and employees, agents, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

(i). the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

(ii).all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
4. has no material financial interest affected by the compensation arrangement; and
5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

(iii) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

## JAMACIAN WOMEN OF FLORIDA BYLAWS 2019

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. the availability of similar services in the geographic area of this organization; current compensation surveys compiled by independent firms;
3. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(iv) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved;
2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
3. the comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## Section 2. Annual Statements

Each officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(i) has received a copy of the conflicts of interest policy; (ii) has read and understands the policy; (iii) has agreed to comply with the policy; and

(iv) understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

## Section 3. Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## Section 4. Use of Outside Experts

When conducting the periodic reviews, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

# Article XVIII

## Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Association, the provisions of the **articles of incorporation** shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Association filed with an office of this state and used to establish the legal existence of this Association.

JAMACIAN WOMEN OF FLORIDA BYLAWS 2019

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

Revised by the General Membership on October 12, 2019

Dated: \_\_\_\_\_, 2019 \_\_\_\_\_. President

Dated: \_\_\_\_\_, 2019 \_\_\_\_\_. Secretary

Dated: \_\_\_\_\_, 2019 \_\_\_\_\_. Committee Chair