

CONSTITUTION AND BY-LAWS
OF THE
CENTRAL CALIFORNIA CARIBBEAN ASSOCIATION

February 12, 2008
Amended January 28, 2009

PREAMBLE

In an effort to build unity, solidarity and fellowship in the community of individuals from the Caribbean, and of Caribbean descent in the Central Valley of the State of California, it has been deemed appropriate to create an organization, whose goals are to promote the awareness of the needs of its members, and to advance the cultural awareness and fellowship of individuals of Caribbean descent. The term “Caribbean descent” shall refer to those individuals who were immigrated from, who are married to immigrants/descendants of immigrants from, or whose ancestors immigrated from, land masses contiguous to the Caribbean Sea, and those countries in the Atlantic vicinity historically and politically affiliated with and/or recognized as “Caribbean. To that end, the organization shall engage in those activities that foster unity, build community awareness among current and future generations of descendants of individuals from the Caribbean.

CONSTITUTION

Article I. Name

The name of this organization shall be the
CENTRAL CALIFORNIA CARIBBEAN ASSOCIATION.

Article II. Purpose

The organization shall be a nonprofit corporation under the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended. *As such, the Central California Caribbean Association is organized exclusively for charitable, educational, and scientific purposes, including the making of distributions under Section 501 (c) (3) of the Internal revenue Code, or corresponding section of any future code.*

The five-fold purpose of this organization (hereafter, the Association”) shall be:

- Section 1. To promote the well-being of the Caribbean Community of Central California.
- Section 2. To foster the economic, social and political growth and promote on-going interaction, within the continuity of Caribbean cultures.
- Section 3. To facilitate development and use of individual and community resources in support of the whole range of intellectual, health, nutritional, and educational endeavors pertaining to the Caribbean community.
- Section 4. To work with other Caribbean associations, as deemed appropriate, from time to time, in California and elsewhere (including links between the association and Caribbean countries) for the purpose of accomplishing all the foregoing similar purposes for the Caribbean community.
- Section 5. To advise, support, counsel, and assist students of Caribbean descent in their academic and social integration into Caribbean History and culture, through available resources and organizational support.

Article III. Membership

- Section 1. Membership in the Association shall be extended to all members of the Caribbean community who agree to be governed by its Constitution and By-laws herein set forth, or as duly amended.
- Section 2. All members shall have voting privileges and opportunity to be elected or appointed to positions in the Association. Their respective rights, qualifications and privileges shall be set forth in the By-laws.

Article IV. Officers

- Section 1. The Officers of the Association shall consist of President, Immediate Past President, Vice President, Secretary and Treasurer which shall comprise the Executive Committee.
- Section 2. Duties, responsibilities and terms of office of said officers shall be set forth in the By-laws.

Article V. Meetings

All business and special meetings of the Association shall be called by the President, normally in consultation with the Executive Committee, as appropriate and necessary. In unusual circumstances, the Executive Committee may call a business or special meeting.

Article VI. Committees

The President, in consultation with the Executive Committee, shall establish committees and appoint individuals to all committees and special assignments to carry out the purposes and goals of the Association as deemed necessary.

Article VII. Finances

- Section 1. All funds for the operation, development and maintenance of the Association shall be provided by membership dues, voluntary gifts, donations and contributions and by special fund-raising efforts specifically authorized by the Executive Committee.
- Section 2. All monies shall be deposited in a responsible banking institution and all disbursements shall be made in accordance with the By-laws.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal revenue Code, or corresponding section of any future federal tax code.

Article VIII. Amendments

This Constitution shall be amended by the process outlined in the By-laws.

Article IX. Dissolution

In the event of dissolution, all assets of the Association shall be donated to such Caribbean, and/or Caribbean-related organizations as designated by the majority of the Executive Committee, *with the understanding that assets 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 public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of Fresno County, or the corresponding court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.*

Signature for approval of amendments (italized):

Officer	Signature	Date
President		
Vice President		
Past President		
Treasurer		
Secretary		

Kg 01.28.09

BY-LAWS

Article 1. Membership

- Section 1. Standard of Membership. Any member of the Caribbean community is eligible to become a member. Upon submission of a signed membership application form to the Executive Committee and payment of dues, the applicant's name will be added to the membership roster. However, the Executive Committee retains the right to refuse, suspend or revoke the membership of any individual whose behavior is shown to contradict the Constitution and By-laws of the Association. In addition, the Executive Committee will remove a person's name from the membership roster upon that person's written or verbal request to the President.
- Section 2. Members. There shall be no less than eight (8) members.
- Section 3. Dues. A membership fee shall be payable annually in an amount determined from time to time by the Executive Committee and approved by the membership.

Article 2. Officers

- Section 1. President.
- A. The President shall direct the administration of the Association in consultation with the Executive Committee. The President shall preside over all meetings of the Association and shall be an ex-officio member of all committees. The President shall be responsible for all arrangements for activities congruent with the purposes of the Association.
 - B. The President is expected to demonstrate maturity, collegiality, and a commitment to the purposes of the Association.
- Section 2. Immediate Past President. The Immediate President shall serve as a member of the Executive Committee, and, additionally, shall, in consultation with the President, assist in the public relations/outreach efforts of the Association. The immediate past president shall be chair of the Community Awareness/Liaison Committee.
- Section 3. Vice President. The Vice President shall cooperate with the President in all his/her duties and responsibilities, and shall serve in a rotating role as acting President in the absence or disability of the President.

Section 4. Secretary. The Secretary shall keep the minutes of all meetings of the Association, including meetings of the Executive Committee, and all special meetings called by the President. In addition, he/she shall notify members of all meetings.

Section 5. Treasurer.

- A. The Treasurer shall be entrusted with all finances of the Association which shall be deposited in a responsible banking institution, designated by the Executive Committee, in the name of the Association, and shall be disbursed by check, as authorized by the President and the Executive Committee.
- B. All disbursement of checks over \$100.00 shall be signed with a minimum of two signatures as authorized by the Executive Committee.
- C. The Treasurer shall be responsible for an itemized accounting of all receipts and disbursements, and shall make a financial report on a quarterly basis, or as requested by the Executive Committee.
- D. The books of the Treasurer may be examined by the President at any time and by any voting member of the Association at a reasonable time in the presence of the President and Treasurer.
- E. The Treasurer shall provide the membership with a written annual report at the first Executive Committee meeting in February.

Section 6. Eligibility.

- A. All officers shall be elected from the membership.
- B. Any member who has been a member for at least thirty (30) days prior to an election, and is current in his/her dues, is entitled to vote, or to run for office.

Section 7. Compensation. Executive Committee Officers and Board Members shall not receive any compensation for services rendered except for out-of-pocket expenses which have been given prior approval by the Executive Committee.

Article 3. Committees

Section 1. The Executive Committee.

- A. There shall be five elected officers of the Association who shall be designated as the Executive Committee.
- B. The Executive Committee shall manage the business and set the direction of the Association and assure that the Constitution and By-laws are followed.

C. Qualifications for officers of the Executive committee are as follows:

- 1) Persons of mature experience, high reputation and good character, who are active members;
- 2) Persons with an enthusiastic commitment and willingness to serve the Caribbean community in the Central Valley;
- 3) Persons who will participate in the fulfillment of the Association's purposes and work to ensure compliance with the Constitution and By-laws; and
- 4) Persons committed to attending all regular and special meetings called by the Executive Committee.

D. The Executive Committee shall have the authority to remove any member of the Committee who has three unexcused absences in a calendar year.

Section 2. The Social/ Event Planning Committee.

Section 3. The Membership Committee.

Section 4. The Nomination Committee.

Section 5. The Education Committee.

Section 6. The Community Awareness/Liaison Committee.

Section 7. The Funding/Finance Committee.

Section 8. The Political Issues Committee.

Section 9. Special Committees: There shall be special committees appointed from time to time as may be deemed appropriate to accomplish the purposes of the Association as determined by the President and the Executive Committee.

Article 4. Meetings

Section 1. Agenda. All meetings shall be based on an agenda issued in a timely manner prior to the meeting.

Section 2. Executive Committee Meetings. Executive Committee meetings shall be called by the President as needed. At least three members of the Executive Committee must be present to constitute a quorum and conduct official business.

Section 3. General Meetings.

- A. General meetings shall be called by the President and include both the Executive Committee and the Membership at large. These meetings shall be held at least once per quarter. Meetings may be canceled by the President as appropriate. The Secretary will provide adequate notification of all meetings.
- B. No fewer than five members of the Association must be present at a meeting to constitute a quorum and conduct official business.

Section 4. Special Meetings. Special meetings may be called by the President to address special matters.

Article 5. Order of Business

Section. 1. The President is responsible for preparing the agenda for, and conducting the meetings of, the Association.

Section. 2. Agenda. The order of business at general meetings shall consist of the following agenda:

- a. Call to Order
- b. Approval of Minutes
- c. Communication & Announcements
- d. Reports – Officers
- e. Reports – Committees
- f. Old Business
- g. New Business
- h. Adjournment

Section. 3. Meetings shall be conducted in accordance with the provisions of the then current issue of *Roberts Rules of Order*.

Article 6. Elections and Appointments

Section 1. Elections. All five Officers shall be elected by the membership by secret ballot.

- A. Ballots shall be mailed to all members.
- B. A 51% majority of those returning ballots is necessary to be elected if more than two candidates are on the ballot.

C. Both A and B above shall be required for any special election to fill a vacancy on the Executive Committee.

Section 2. Nominating Committee. A Nominating Committee shall be comprised of a mix of members from the Executive Committee and the Membership at large who are not running for election. This committee shall develop a process for nominating the five officers, which shall be submitted to the Executive Committee for approval.

Section 3. Terms of Office. The Executive Committee officers shall serve a term of two years. Officers may serve a maximum of two consecutive terms for any given office and after the second term, the person must wait at least two years before being re-elected to that same office.

Section 4. Vacancies. In the event of a vacancy by an Executive Committee officer with over one year remaining, a special election shall be held. In the event of a vacancy of less than one year remaining in that term, the officer shall be appointed by the Executive Committee in consultation with the Membership at large.

Section 5. Resignations. All resignations by officers of the Executive Committee shall be submitted in writing to the Executive Committee.

Section 6. Dismissal. Any member of the Executive Committee may be removed from office involuntarily by a simple majority of Executive Committee when the person has violated the Constitution or By-laws, and is unwilling to resign voluntarily.

Article 7. Finances

Section 1. Funding. All funds for the purposes, operation, development, and maintenance of the Association shall be provided by membership dues, contributions, donations, gifts from the membership and friends of the Association, and fundraising activities approved by the Executive Committee.

Section 2. Collection. No monies shall be collected by individual members of the Association for any cause without consent of the Executive Committee. All funds shall be handled in accordance with Article 2, Section 5 of the By-laws.

Section 3. Deposits. All monies received from the above mentioned means shall be deposited by the Treasurer in a banking institution designated by the Executive Committee except that a maximum of \$50.00 may be kept in a petty cash fund.

Article 8. Mailing List

- Section 1. **Purpose.** A mailing list of all members and other interested people shall be compiled and maintained by the Executive Committee for the purpose of notifying those listed of news and activities of the Association. In addition, there will be no unauthorized use of the mailing list (as determined by the Executive Committee).
- Section 2. **Removal.** A person's name shall be removed **only** at his/her written request, or by action of the Executive Committee.

Article 9. Unauthorized Activities

No member shall conduct or promote activities involving the Association's name and/or membership mailing list which has not had prior approval by the Executive Committee.

Article 10. Amendments

The Constitution or By-laws may be amended at a general membership meeting by a two-thirds (2/3) majority vote of the membership present, provided the membership has been sent written notification of the proposed amendment at least two weeks prior to the date of the meeting.

- A. Upon receiving a written request to amend the Constitution or By-laws, the President shall place it on the agenda of the next feasible meeting.
- B. A two-thirds majority of those present at the meeting shall be required to pass an amendment.

Article 11. Dissolution

The Association may be dissolved by a two-thirds (2/3) vote of the membership. In the event of such a vote, all assets of the Association will be distributed as follows:

- A. All liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
- B. Assets received and held by the Association subject to limitations permitting their use for educational or similar purposes, requiring return by reason of the dissolution shall be transferred or conveyed to one or more not-for-profit organizations having as, and pursuing, purposes substantially similar to those of the Association, pursuant to a duly adopted plan of distribution.
- C. Any remaining assets shall be distributed to one or more not-for-profit international charitable organization, pursuant to a duly adopted plan of distribution.