

# Friends of Jamaica Peace Corps Association

## BY LAWS

Amended June 2016

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

This organization shall be called Friends of Jamaica Peace Corps Association, hereinafter referred to as FOJPCA.

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

**Section 1.** The purpose of the FOJPCA is to promote world peace and friendship through the following:

- (a) Facilitate, support and/or promote community-based organizations, initiatives, projects, activities, and events that attempt to improve the quality of life for people living in Jamaica and for Jamaicans in the diaspora.
- (b) Provide an international and interdisciplinary venue for charitable activities, professional development, networking, public education and exchange of knowledge related to Jamaica and Jamaicans, with a particular focus on Jamaican public health, environment, education, culture, and sustainable community development.
- (c) Promote friendly relations and a better understanding between the people of Jamaica and the people of the United States of America.

**Section 2.** FOJPCA is a not-for-profit organization organized exclusively for charitable and educational purposes, as those terms are used in Section 501(c) of the Internal Revenue Code. 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 FOJPCA or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the FOJPCA 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 purpose of the FOJPCA 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. Returning Peace Corps Volunteers who have completed their service in Jamaica within the past six (6) months may receive a one-year free membership.

**Section 2.** Rights- All members have the right to vote for Executive Board officers and on other official matters of the FOJPCA, to hold office if duly elected, and to receive all notifications pertaining to the official business of the FOJPCA. Where possible, all decisions regarding the operations of the FOJPCA will be made via email during announced times so all members can vote whether present at general meetings or not. The FOJPCA 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 FOJPCA 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**

The affairs of the FOJPCA shall be governed by a Board of Directors, consisting of two bodies: an Executive Board and an Advisory Board.

**Section 1. Executive Board**

- (a.) The Executive Board shall include a President, a Vice-President, a Secretary, a Treasurer, a Director of Communications, if any, and a Director of Membership, if any. Each officer shall be responsible for the following:
- i. President- The President is the group leader and shall be responsible for guiding FOJPCA in activities and policies. The President shall preside over all meetings of the Board and General Membership of FOJPCA. The President will circulate the proposed agenda for all Board meetings one week prior to the next scheduled Board meeting. The President has the power to create Committees and nominate members of FOJPCA to chair said committees. The President or designee is the primary contact for all organizations doing work or anticipating to do work with FOJPCA.
  - ii. Vice President- The Vice President shall assist the President in all activities of FOJPCA. The Vice President shall preside at all meetings in the absence or incapacity of the President. The Vice President shall have the responsibility to supervise the work of any committees created by the President and to periodically report to the Board and the membership on their activities and progress.
  - iii. Secretary- The Secretary shall be responsible for correspondence with members of FOJPCA and with potential donors. The Secretary shall keep minutes of all FOJPCA Board meetings and provide a copy of the minutes of the meeting to the members of the Board no later than one month following the meeting. The Board shall approve the minutes of the previous meeting at the start of the following meeting, at which point, the minutes shall be made available to the membership upon request. In the event that both the President and the Vice President are absent, or incapacitated, the Secretary shall preside at meetings or assume the responsibilities of the chief executive.
  - iv. Treasurer- The Treasurer is responsible for implementing FOJPCA financial policy as defined by the Board. The Treasurer has sole responsibility for basic financial procedures and receives and distributes all funds, sends donation to partner organization in a timely manner, and keeps an accurate account of all transactions. Expenditures greater than US\$250 must be specifically approved by the Board with the exception of disbursements for pledges already authorized to partner organizations by the Executive Board. The Treasurer also maintains a list of members who have paid dues and coordinates with the Director of Membership on the annual membership campaign. The Treasurer shall submit a financial report to the board quarterly and upon request, and shall transmit the accounts and responsibility for funds to the elected successor in office at the end of the Treasurer's term. The Treasurer is further responsible for acknowledging donors with documents required for tax deductions and for submitting all tax returns and reports required by federal and state governments.
  - v. Director of Membership- The Director of Membership, if any, shall be responsible for maintaining a current list of FOJPCA members and shall notify members of renewal. The Membership Director shall also be responsible for recruiting new members and shall coordinate an annual membership campaign in conjunction with any Regional Membership Chairpersons.
  - vi. Director of Communications-The Director of Communications, if any, shall be responsible for promoting and publicizing FOJPCA to the public. This may include the coordination of any work regarding brochures, flyers, or press releases, and maintenance of a website, blog, social-media presence, and other media as appropriate. The Director of Communications will also coordinate with Regional Membership Chairpersons on local media strategies.

- (b.) The Executive Board shall have all the powers and duties necessary or appropriate for the administration of affairs of the FOJPCA and may do all such acts and things as are not prohibited by law or by the By Laws of the FOJPCA, including:
- i. Carrying-out any necessary business of the FOJPCA between Annual General Meetings.
  - ii. Determining the Coordinators of Special Project Committees of the FOJPCA. The President shall be empowered to create special Committees and nominate members of FOJPCA to serve as their respective Chairpersons. The Vice President shall have the responsibility to monitor the activities of all Committees and provide periodic reports on their activities to Board and the general membership.
  - iii. Authorizing any matters to be submitted to a vote of the general membership of the FOJPCA 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 FOJPCA; any such petition signed by fifteen (15) percent of the current membership makes submission of the issue to the membership mandatory upon the Board.
  - iv. Authorizing, adopting and publishing any rules and codes for the FOJPCA not specifically at variance with the By Laws of the FOJPCA, or the laws of or the laws of the State and Federal government.

## **Section 2. Advisory Board**

- (a.) The Advisory Board shall include the Immediate Past President, if any, and any Members-at-Large, Regional Membership Chairpersons, and Honorary Directors, if any. With the exception of the Immediate Past President, all members of the Advisory Board are nominated by the President and confirmed by the Board of Directors, as described below in Article IV, Section 3 (b).
- i. Immediate Past President. At the end of his/her tenure, the President of FOJPCA automatically becomes the Immediate Past President, unless the position is declined or if the former President accepts another position on the Board of Directors of FOJPCA. The Immediate Past President shall assist with the transition of power to the new Executive Board and monitor subsequent the activities of the Executive Board.
  - ii. Member-at-Large. The Member-at-Large is to act as an ambassador on behalf of FOJPCA and monitor the activities of the Executive Board. In addition, the President, acting on behalf of the Board of Directors, may request that Members-at-large assist with special projects or chair committees.
  - iii. Regional Membership Chairperson. The Regional Membership Chairperson is responsible for the coordination of local events, including both charitable and social events. The Regional Membership Chairperson shall assist the Director of Membership with the annual membership campaign and shall coordinate with the Director of Communications about local media statements and releases.
  - iv. Honorary Director. The Honorary Director has no set responsibilities; however, he/she may be called upon to assist the Board with special projects or initiatives.
- (b.) The Advisory Board shall be invited to attend and shall have the right to vote at all meetings of the Board of Directors.

## **Section 3. Election and Term of Office.**

- (a.) The Executive Board officers, including a President, a Vice-President, a Secretary, a Treasurer, a Director of Communications, if any, and a Director of Membership, if any, shall be selected every other year in October, at the Annual General Meeting, or when a vacancy

occurs. An invitation to volunteer for office positions shall be published at least fourteen (14) days prior to the selection of officers. Members of FOJPCA who are interested in serving as an Executive Board officer must submit his/her name to either the President or the Secretary at least seven (7) days prior to the scheduled date of selection of officers. Should more than one person be interested in any office, an election shall be held. The term of office shall be two years, generally beginning October 1 and ending September 30, or until an officer resigns or is removed for cause. No one person may serve more than two consecutive terms in office in the same position.

**(b.)** The Advisory Board members, shall consist of the Immediate Past President (in the event that he/she does decline this position or does not hold another position on the Board) and any other Members-at-Large, Regional Membership Chairpersons, or Honorary Directors as nominated by the President and approved by a two-thirds majority vote of the Board of Directors. Advisory Board term of office shall be no more than two years, however, there are no term limits for Advisory Board positions.

**Section 4. Vacancies-** A member of the Board 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 on the Executive Board becomes vacant, the Board will appoint a member of the FOJPCA to serve as an interim Board member 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 Executive Board.

Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Executive Board or a committee of the FOJPCA 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 October of each year on a date fixed by the Board of Directors and upon not less than fourteen (14) 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 Executive Board members shall constitute a quorum for the transaction of business unless otherwise noted in these bylaws. In all votes requested by email, all Executive Board members with functioning email addresses shall constitute a quorum for requesting a vote.

**Section 9. Virtual Meetings.** The Board may conduct virtual meetings, including asynchronous virtual meetings, in lieu of meetings (annual, quarterly, special or other) found under Article IV, Section 7. The President or designee will determine the time, length, rules, and manner of virtual meetings. Special virtual meetings may also be called, by either the President or two members of the Board, on three (3) days written notice, if practical, to each Board member, as stipulated in Article IV, Section 7. Virtual meetings, must abide by the same voting eligibility rules and ratification processes as face-to-face meetings in compliance with Article IV, Section 8.

## **ARTICLE V. FISCAL MANAGEMENT**

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

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

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

**Section 5.** Approval of FOJPCA expenditures- Expenditures other than regularly occurring website 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 \$250 must be approved by the Board. Receipts may be submitted to the FOJPCA Treasurer for reimbursement.

**Section 6.** Solicitations of Donations- Other organizations may submit requests for donations from the FOJPCA. Donations made by FOJPCA must be approved by a majority vote of the Board in attendance during the meeting (minimum five), and can be no more than 20% of the FOJPCA' s available funds. Criteria for determining a response to the grant request include: whether (1) the FOJPCA has funds available, (2) the request is at least 60 days prior to the event necessitating the funds, (3) the requestor is an established community-based, non-governmental organization, or other philanthropic organization, and, (4) the funds will be used in a way that align with the purpose of FOJPCA.

**Section 7.** Disbursement of Assets at Dissolution- No member, director, or officer of the FOJPCA, nor any private person shall be entitled to share in the distribution of any of the FOJPCA' s assets upon dissolution of the FOJPCA 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 FOJPCA, all of the remaining assets of the FOJPCA 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 VI. Amendments to the By Laws.**

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

**Section 2.** Petitions to Amend- Any member of the organization may seek an amendment to the By Laws 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 Board shall vote on the amendment. A two-thirds majority is required to pass the amendment.

**Article VII. Nondiscrimination.** The organizations, officers, directors, employees and persons served by this FOJPCA shall be selected in a non-discriminatory manner with respect to nationality, age, race, ethnicity, gender, sexual orientation, and political or religious opinion or affiliation.