

**By-Laws of  
HAITIAN AMERICAN SOCIAL and CULTURAL ALLIANCE  
“H A S C A”**

**Article I. Name and Mission**

***Section 1. Name***

The name of this Organization shall be “The Haitian American Social and Cultural Alliance” (HASCA”).

***Section 2. Mission***

The Haitian American Social and Cultural Alliance, based in New York, USA, is a non-profit, non-partisan, non-sectarian, philanthropic organization of Haitians and Haitian-Americans organized exclusively for educational and charitable purposes for the benefit of the Haitian and Haitian-American communities.

In the pursuit of this mission, the organization may promote fundraising activities, receive and accept property by way of gift from persons, trusts or corporations inasmuch as permitted by Federal and State Laws.

The proceed of these fundraising events and donations will be used to fund the charitable and educational activities set forth by the organization in accordance with section 501(c)(3) of the Internal Revenue Code or will be distributed to charitable organizations with the meaning of that term as defined in section 501(c)(3) of the Internal Revenue Code.

## **Article II. Membership**

### ***Section 1. Composition***

The Organization shall offer three categories of membership:

#### **Active Membership**

To qualify as active member, an individual must be:

- At least 21 years old.
- Supportive of the mission of the Organization.
- Capable of contributing to fulfillment of the mission.
- Willing to fulfill financial obligation.

#### **Friends of the Organization**

Those shall include individuals who in their capacity contribute to the Organization's mission.

#### **Honorary Membership**

Those individuals are not active members, but merely persons designated as having an officerial title.

### ***Section 2. Admission of Members***

Admission of members is decided in accordance with HASCA Manual of Policies and Procedures.

### ***Section 3. Dismissal of Members***

Dismissal of members is decided by the Board of Directors in accordance with HASCA's Manual of Policies and Procedures.

### ***Section 4. Voting***

At all meetings, the votes shall be by voice except for the election of Officers, which shall be cast by ballots. There shall not appear any mark or marking that

might indicate the person who cast such ballot. Absent members may vote by Absentee ballot, by mail, for just cause.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner style provided for the election of Officers.

Each member in good standing shall be entitled to one (1) vote and such vote may not be cast by proxy.

### ***Section 5. Rules***

No member shall be deemed in good standing who is ninety (90) days or more in arrears in payment of membership dues. The rights and privileges of membership shall be available only to members in good standing. Membership shall be suspended for non-payment of dues after ninety (90) days.

### ***Section 6. General Membership Meeting***

General Membership Meetings and an Annual Membership Meeting shall be held at such time, date and place determined by the Board of Directors. The Quorum for a General Membership Meeting is defined as the number of Active Members present. Moreover, decisions taken at a General Membership Meeting are valid if approved by a majority vote (50%+1) of active members present, taking into account absentee ballots and excluding abstentions.

## **Article III. Board Of Directors**

### ***Section 1. Composition***

The Board of Directors shall consist of 11 elected members: these are the 5 Executive Officers and 6 additional Directors.

### ***Section 2. Qualification***

To qualify for election as a member of the Board of Directors, an individual must be:

- Haitian or of Haitian descent

- Supportive of the mission of the Organization
- Capable of contributing to fulfillment of the mission
- Capable of exercising the powers and duties of a Director as specified in these bylaws

### **Section 3. Powers and Duties**

The Board of Directors manages the Organization, its property, its business, its affairs and, except as otherwise stated (in the certificate of incorporation, these bylaws and/or applicable local, state, federal and international laws), possesses all power and responsibility necessary or appropriate for effective execution and accomplishment of the Organization's purposes and objectives.

The Board of Directors appoints Chairpersons of all Standing and Special Committees, and has the power to remove Chairpersons.

### **Section 4. Election**

The members elect the Directors. Elections are held every two years to nominate new Directors or re-elect the same. In addition, elections are held to fill vacancies created by: resignation or death of a Director, removal of a Director for cause, increase in number of offices, completion of term of office.

### **Section 5. Term**

A Director's term is for two years. It commences 1(one) month after election and continues until the end of his/her mandate or his/her resignation, death or removal.

### **Section 6. Compensation**

No Director shall for reason of his/her office be entitled to receive any salary or compensation from the Organization or have interest in any Organization's property, business or affairs, but nothing herein shall be construed to prevent a

Director from receiving any compensation from the Organization for duties other than those associated with the mandate of a Director.

**Section 7. Meetings**

The Directors meet regularly four times a year, at such time, date and place determined by the Board of Directors.

Special meetings of the Board or the members for any purposes may be called at any time by the President and any two Officers or by any three Officers.

Absence from two consecutive regular meetings of the Board of Directors shall be cause for removal from office, except for just cause. Such removal shall be declared by a majority vote of the Board of Directors.

**Section 8. Quorum**

A Quorum for any meeting of the Board of Directors shall consist of 7(seven) Directors.

**Section 9. Board Decisions**

Within the Board of Directors, decisions are made using a majority of 2/3(two thirds) of the Directors present if the quorum is met.

**Article IV. Officers**

**Section 1. Officers**

Within the Board of Directors, the Organization's officers are a President, a Vice-President, two Secretaries, and a Treasurer.

**Section 2. Qualification**

To qualify for election as an Officer, an individual must be:

- Haitian or Haitian descent
- Supportive of the mission of the Organization
- Capable of contributing to fulfillment of the mission
- Capable of exercising the powers and duties of a Director as specified in these bylaws

### **Section 3. Powers and Duties**

Each officer possesses such powers and responsibility as generally assigned to his/her office.

The **President** shall:

- Preside at all membership meetings, enforce the bylaws and perform all the duties incident to the position of the office.
- Decide all questions of order
- Be authorized to countersign all checks issued by the Treasurer.
- Be authorized to attend all committee meetings, ex-officio.
- Present at each Annual Meeting of the Organization, an Annual Report of the work of the Organization.

The **Vice-President** shall:

In the absence of the president, assume all the duties of the president as specified in Article IV, Section 2, and shall assume all other duties designated by the president.

The **Corresponding Secretary** shall:

- Receive all Organization correspondence, except that which directly concerns Committee work and submit same to the Board for proper disposition.
- Be responsible for the preparation of outgoing correspondence when directed by the voting membership at a legally constituted meeting or by the Board of Directors.

- Receive copies of all other outgoing correspondence and inform the Board of Directors of its contents.
- Keep a roll of the membership
- Notify the membership of all regular and special meetings
- Be the keeper of the Corporate Seal when and if this Organization shall incorporate
- Perform all the duties incident to the position and the office.

The **Recording Secretary** shall:

- Act as secretary at all membership meetings; keep an accurate record of the minutes and submit them to the membership for approval.
- Keep a record of the proceedings at all meetings of the Board of Directors
- Keep a numerical index of all items of business of the Organization, together with a record of the disposition of each, and report to each regular membership meeting a summary of all items not disposed of.
- Record whether or not a Quorum of voting members is obtained at any membership meeting, or meeting of the Board of the Directors.
- Perform all the duties incident to the position and the office.

The **Treasurer** shall:

- Be responsible for all fiscal affairs of the Organization.
- Have custody of all money belonging to the Organization and shall be solely responsible for such money or securities of the Organization.
- Render a statement of the condition of the finances of the Organization at each meeting of the Board of Directors, and at such other times as shall be required, and a full financial report at the Annual Meeting of the Organization.
- Make and sign all checks, which shall be countersigned by either the President or the Vice-President, as above set forth.

- Keep regular and accurate accounts of all financial obligations and transactions in books and records belonging to the Organization as the Board of Directors may require.
- Exercise all duties incident to the office of Treasurer.

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### **Article V. Committees**

The Board of Directors may create committees, the membership of which need not be restricted to members of the Board of Directors. Committees shall report to the Board and shall assume such duties as assigned by the Board.

There shall be five Standing Committees:

1. Philanthropic and social
2. Cultural

3. Educational
4. Financial
5. Public Relations

Committee's Chairpersons at the beginning of each fiscal year shall submit to the Finance committee a proposed list of the expenditures and income, if any, for committee activity for the ensuing year. The Finance committee shall then submit a proposed budget for the coming year to the Board of Directors for approval or rejection.

### **Article VI. Fiscal Year**

The Organization's fiscal year shall begin on September 1 and end on August 31.

### **Article VII. Parliamentary Authority**

"Robert's Rule of Order", Revised, is the parliamentary authority for every membership, Board of Directors or committee meetings.

### **Article VIII. Official Organ**

There shall be an official organ of this Organization. Information carried therein shall constitute official notification to all concerned at all time.

### **Article IX. Amendments**

These bylaws may be amended at the Annual Membership meeting by a majority of two-thirds of the members present, taking into account absentee ballots and not including abstentions.

## **Article X. Dues**

Dues for current members are payable annually at the beginning of the fiscal year. Dues for new members are payable in full for the current fiscal year at the time of admission.

## **Article XI. Dissolution**

Upon the dissolution of the corporation, any remaining assets of the organization shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation 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.