

BYLAWS

OF

THE CARIBBEAN – AMERICAN POLITICAL ACTION COMMITTEE

ARTICLE I – NAME AND PURPOSE

Section 1. The name of the organization shall be the Caribbean–American Political Action Committee (hereinafter “C-PAC” or the Corporation). It shall be an “unauthorized” political committee incorporated under the laws of the District of Columbia.

Section 2. The purpose of C-PAC is to provide an opportunity for individuals interested in the concerns and livelihood of people of Caribbean–American heritage residing in the Washington, D.C. Metropolitan Area (Washington, DC; Maryland and Virginia), to contribute to the support of worthy candidates for District, State or Local office who embrace, and have demonstrated their beliefs in, the principles to which C-PAC is dedicated. To further these purposes, C-PAC is empowered to solicit, directly or indirectly, and accept voluntary contributions, and to make expenditures in connection with the attempt to influence the selection, nomination, or election of any individual to any District, State, or Local office.

ARTICLE II – OFFICES

Section 1. The registered office of the Corporation shall be located in the District of Columbia. The Corporation may also have offices at such other places, either within or without the District of Columbia, as the Board of Directors (the Board) may from time to time determine or as the business of the Corporation may require.

ARTICLE III – MEMBERSHIP

Section 1. Membership in C-PAC shall be open to all persons of Caribbean descent, or persons who are desirous of furthering the goals of C-PAC.

Section 2. The following categories of membership shall apply:

- a) General
- b) Special – (senior citizen, 65 and older)
- c) Associate – (student)
- d) Honorary
- e) Life

The associated dues shall be determined by a majority vote of the Board from time to time, except that such dues shall not apply to Honorary members.

Section 3. With the exception of Honorary and life members, the membership terms shall begin the January 1 of each year and end on December 31 of each year. Persons joining C-PAC after January 1 shall pay a pro-rate share of the annual dues. All members, regardless of the category of membership, shall have the same rights and responsibilities, except that associate members shall not have the right to vote on any matter or to stand for election to the Board of Directors. The term of an honorary member shall be indefinite. An Honorary member shall be selected upon a two-thirds vote of the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by the Board of Directors in accordance with these bylaws, the District of Columbia Non-Profit Corporation Act (the “Act”), and the Corporation’s Articles of Incorporation, as amended from time to time.

<u>Section 2.</u> The number of Directors of the Corporation shall be at least seven (7) or such other number as determined from time to time by resolution of the Board of Directors or as stated in the Corporation’s Articles of Incorporation, and shall be comprised of the following:	<u>Term</u>
<u>Office</u>	
<ul style="list-style-type: none"> • President • President-elect • Immediate Past-President • Secretary • Treasurer • Vice President - Membership • Vice President Communications 	<ul style="list-style-type: none"> 2 years 2 years 2 years 3 years 3 years 2 years 3 years

The Directors shall be elected as provided in **Article VIII**. Each Director shall hold office for the periods noted above (except as hereinafter provided) and until their successors are elected and qualify. Board members are eligible for re-election for up to two (2) consecutive terms. Except that the President-elect, the President, and the Immediate Past-President shall serve three two-year staggered terms: two years as President-elect; two years as President; and two years as Immediate Past-President. Each Director shall serve until the end of his or her term of office or, if earlier, until his or her death, resignation, retirement, disqualification, or removal from office. The number of Directors may be increased or decreased from time to time by a two-thirds vote of the Board of Directors of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 3.

(a) Vacancies in the Board of Directors shall exist if either of the following events occurs: (1) a Director dies, resigns, or is removed from office; or (2) the authorized number of Directors is increased, or (3) a Director's term of office ends in accordance with Section 2 of this Article. The Board of Directors may declare vacant the office of a Director in any of the following cases: (a) if such Director is adjudged incompetent by an order of a court, if a guardian or other personal representative of such Director is appointed by a court, or if two licensed doctors of medicine each affirm in a written instrument signed by such doctor that he or she has examined such Director, and has concluded, based upon such examination, that such Director is unable to discharge his or her duties as Director; (b) if such Director is convicted of a felony; or (c) if within thirty (30) days after notice of such Director's appointment, he or she does not accept the office in writing.

(b) Any vacancy occurring in a position on the Board of Directors before the expiration of the term of an existing member for any reason shall be filled by a majority vote of the Board of Directors of The Corporation in accordance with **Section 7** of this Article.

(c) If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time other than the time at which his or her term would otherwise expire, the successor to such Director may be selected in accordance with the above paragraph (b), to take office when the resignation becomes effective. A Director appointed to fill a vacancy that exists for any reason other than the end of his or her successor's term of office in accordance with **Section 3** of this Article shall be appointed to the unexpired term of his or her predecessor in office.

Meetings of the Board of Directors

Section 4. Meetings of the Board of Directors, regular or special, may be held either within or without the District of Columbia. Any regular or special meeting is valid, wherever held, if held on written consent of a majority of members of the Board of Directors in accordance with **Section 7** of the Article given either before or after the meeting and filed with the Secretary of the Corporation.

Section 5. Regular meetings of the Board of Directors shall be held quarterly at a time and place to be determined by the Board of Directors. Written notice of the meetings shall be given by the Secretary or sent by mail or by other form of written communication, including email, to each Director at least five days before the date of the meeting.

Section 6. Special meetings or emergency meetings of the Board of Directors may be called by the President and or by the Secretary on the written request of at least two Directors. Written notice shall be given by the Secretary or sent by mail or by other form of written communication, including email, to each Director at least five days before the date of a special meeting and forty-eight hours before the date of an emergency meeting. Except as set forth in **Article VI** hereof, neither the business to be transacted, nor the purpose of any regular, special, or emergency meeting of the Board of Directors need be specified in the notice or waiver of notice of such meetings.

Section 7. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present at a meeting duly held at

which a quorum is present shall be the act of the Board of Directors unless a greater number is required by law or the Articles of Incorporation or as otherwise set forth in these Bylaws. Each Director present at a meeting will be deemed to have assented to any action taken at the meeting unless his or her dissent to the action is entered in the minutes of the meeting, or unless the Director shall file his or her written dissent thereto with the Secretary of the meeting or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after such meeting. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified and called.

Section 8. Any action required or permitted to be taken at a meeting of the Board of Directors or any Committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by a majority of the members of the Board of Directors or the Committee, as the case may be, and such consent shall have the same force and effect as a majority vote at a meeting. Subject to the provisions required herein for notice of meetings, members of the Board of Directors or members of any Committee designated by the Board of Directors may participate in and hold a meeting of such Board or Committee by means of conference by telephone or similar communications equipment such that all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this **Section 8** shall constitute presence in person at such meeting, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 9. Any Director of the Board may be removed, with or without cause, at any time by the affirmative vote of two-thirds of the Directors in accordance with **Article IV, Section 7**.

Section 10. The members of the Board of Directors shall serve without compensation, and no member of the Board of Directors (or members of any Committee) shall receive any pecuniary benefit from the Corporation except for reimbursement for actual expenses incurred in connection with the business of the Corporation and with the prior written approval of the President.

ARTICLE V - COMMITTEES

Committee of Directors

Section 1. With the exception of the Executive Committee, whose membership is established by these Bylaws, the Board of Directors, by resolution adopted in accordance with **Article IV – Section 7**, may establish one or more Committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to: amending the Articles of Incorporation; authorizing a voluntary dissolution of the Corporation or a revocation thereof; amending, altering, or repealing the bylaws of the Corporation or adopting new Bylaws of the Corporation; filling vacancies in

the Board of Directors or any such Committee; filling any directorship to be filled by reason of an increase in the number of directors; altering or repealing any resolution of the Board of Directors that, by its terms, provides that it shall not be so amendable or repealable; or taking any action outside the scope of authority delegated to it by the Board of Directors. Members of the Committees shall be appointed by the President of the Board of Directors. Any such Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The designation of a Committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Each Director shall be deemed to have assented to any action of a Committee, unless he or she shall, within seven days after receiving actual or constructive notice of such action, deliver his or her written dissent thereto to the Secretary of the Corporation.

Executive Committee

Section 2.

(a) The primary function of the Executive Committee (the Committee) is to exercise the powers of the Board of Directors which arise between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet.

(b) The Committee will consist of the President-elect; the President; the Immediate President; the Secretary; the Treasurer; the Vice President for Membership; and the Vice President for Communications. The Committee shall be chaired by the President. In the event the President is absent, the President-elect shall act as Chair.

(c) The Committee shall meet at such times and places and by such means as the President shall determine. The Committee shall report regularly about its activities to the Board. A majority of the members shall constitute a quorum.

(d) To the extent permitted by applicable law, the Articles of Incorporation, and the By-Laws, the Committee is empowered to act for the full Board only when the Board is not in session. It may call a special meeting of the Board. The Committee shall report all actions taken by it to the Board at its next regular meeting succeeding the taking of such action. The Committee shall not have the power or authority to act in reference to the following matters:

- (i) Adopting, amending, or repealing any bylaw; or
- (ii) Filling vacancies in the Board; or
- (iii) Changing the membership of, or filling vacancies in, the Executive Committee; or making final determinations of policy, or removing a member of the Board of Directors.

Advisory Committees

Section 3. The Board of Directors, by resolution adopted in accordance with Section 7 Article IV, may also establish one or more Advisory Committees to advise the Board of Directors on various matters. Such Committees may be composed of individuals who are not members of the Board of Directors. Advisory Committees shall have no authority to act on behalf of or bind the Board of Directors of the Corporation. The members of any Advisory Committee shall be appointed by a majority vote of the Board of Directors in accordance with **Section 7, Article IV**. An Advisory Committee can only be dissolved or discharged by a resolution of the Board in accordance with **Section 7 Article IV**.

ARTICLE VI

Notices and Requests

Section 1. Notices and requests to Directors or Officers shall be in writing and delivered personally or by telecopy or by email or mailed to the Directors or Officers at their addresses appearing on the books of the Corporation. Notice or request by mail shall be deemed to be given and received when deposited in the United States mail, addressed to the addressee at his/her address as it appears on the records of the Corporation, with adequate postage thereon prepaid; notice or request by personal delivery shall be deemed to be given and received at the time when same shall be actually received by the person to whom addressed. Notices and requests to Directors and Officers may also be given by email and shall be deemed delivered when electronic notice is received that the email was delivered.

Section 2. Whenever any notice is required to be given to any Director under the provisions of any statute or of the Articles of Incorporation or of those Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VII

Officers

Section 1. The Officers of the Corporation shall consist of a President; President-elect; Immediate Past-President; Secretary; Treasurer; Vice President for Membership; and Vice President for Communications and such other Officers as may be elected by the members of the Corporation or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the office of President and Treasurer may not be held by the same person and the office of President and Secretary may not be held by the same person. All Officers must be members of the Corporation.

Section 2. Each Officer of the Corporation shall hold office until his or her term has expired, or he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be chosen and qualified. Any vacancy occurring in any office of the Corporation by death, resignation, removal, or otherwise shall be filled by the Board of Directors.

President

Section 3. The President shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and meetings of the general membership. The President shall, subject to the review of the Board of Directors, determine those activities which will further the purposes of the Corporation. The President shall assign to any Advisory Committee the duties and responsibilities approved by the Board.

Section 4. In the event that the President shall not serve out a term for any reason, the President-elect shall succeed to the unexpired remainder thereof and continue through the individual's own term as President.

Section 5. In the event that the President-elect shall not be able to serve out a term, both a President and a President-elect shall be nominated and elected at the time of the next election and shall assume the roles on January 1 of the year following the individual's election.

Section 6. In the event that both the President and the President-elect shall be unable to serve, by majority vote of those members in attendance, the Board of Directors shall elect one of its members to serve as President until the next election.

President-elect

Section 7. The President-elect shall perform the duties of the President in the absence or disability of the President. If the President resigns, is removed, or otherwise cannot continue as President of the Corporation, the President-elect shall serve the remainder of the President's term in addition to the President-elect's term as President.

Immediate Past-President

Section 8. The Immediate Past-President shall be a member of the Board of Directors and serve as Chair of the Advisory Committee.

Section 9. The Immediate Past-President shall not be eligible to appear as a candidate on the President-elect ballot for two years following the end of the two-year term of that office, even if the member did not complete the term.

Vice-President Membership

Section 10. The Vice-President for membership, in consultation with the President, shall be responsible for all matters related to the recruitment, enrollment, and retention of members. The Vice-President shall also be responsible for planning and conducting the election for members of the Board of Directors.

Vice-President Communication

Section 11. The Vice-President for Communications, in consultation with the President, shall be responsible for all matters related to the publication of the Corporation's newsletter, maintenance of the Corporation's website, reporting the Corporation's activities, generating publicity for the Corporation and liaison with other organizations.

Secretary

Section 12. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing Committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

Treasurer

Section 13. The Treasurer shall have custody of the financial records and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all sums of money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Executive Committee of the Board of Directors. The Treasurer shall be the "Treasurer" of the Corporation for purposes of, and as defined in, the District of Columbia Campaign Finance Reform and Conflict of Interest Act of 1974 (the Act) and with respect to the Corporation's status as a "political committee" and as such shall file the appropriate forms, statements, reports and other documents with the District of Columbia Office of Campaign Finance, the Internal Revenue Service and any applicable state or local governmental entity regulating campaign finance to the extent required by applicable federal, state or local law.

Section 14. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires a written account of all his or her transactions as Treasurer and of the financial condition of the Corporation. In case of the Treasurer's death, resignation, retirement, or removal from office, all books, papers,

vouchers, money, and other property of whatever kind in the Treasurer's possession or under his or her control belonging to the Corporation and be returned to the Corporation without undue delay.

ARTICLE VIII

Elections

Section 1. The election of Officers shall be held at the Corporation's annual general meeting to be held the first week in November or at a meeting called for that purpose by the Board of Directors pursuant to Article IV, Section 2. All voting shall be by secret ballot. Nominations will not be accepted from the floor. To be eligible to vote in an election or to stand for election as an Officer of the Corporation, a member must have been a member in good standing for one year immediately preceding the election. A candidate for election to the Board must be nominated by 3 members (not including associate members) who were in good standing for the year immediately preceding the election. Voting by proxy shall not be permitted.

ARTICLE IX

General Provisions

Section 1. The Board of Directors may authorize, and the Corporation may make distributions, subject to any restrictions in the Articles of Incorporation and limitations set forth in the Act. Except as otherwise specifically provided herein, the Board of Directors shall make no distribution that inures to the benefit of any disqualified person (within the meaning of Section 4946(a) of the Internal Revenue Code of 1986, as amended).

Section 2. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by the Treasurer and such other person as the Board of Directors may from time to time designate.

Section 3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such Banks, Trust Companies, or other Depositories as the Board of Directors may select.

Section 4. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 5. The Corporate seal, if any, shall have inscribed thereon the name of the Corporation, and be in a form approved by the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 6. The Corporation shall keep correct and complete books and records of account and shall also keep at the registered or principal office of the Corporation a record giving the names and

addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, for any proper purpose at any reasonable time.

Section 7. All meetings of the Corporation shall be conducted in accordance with the latest edition of Roberts Rules of Order.

ARTICLE X

Amendment of Bylaws

Section 1. The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of such amendment, repeal, or adoption of new Bylaws is contained in the written notice of such meeting and at least a two-thirds (2/3) of the Directors vote in person on such amendment, repeal or adoption. No amendment may be made to these Bylaws that would contravene the Corporation's purposes as stated in the Articles of Incorporation, as amended from time to time, or that would cause any benefit to inure to any person who has a personal or private interest in the activities of the Corporation.

ARTICLE XI

Purpose and Activities of the Corporation

The purpose of the Corporation as set forth in the Articles of Incorporation shall be accomplished by activities determined to be necessary or appropriate by the Board of Directors. Unless otherwise determined by the Board of Directors, such activities shall include in general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a Corporation organized for the purposes set forth in the Articles of Incorporation, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation.

ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION, effective as of October 25, 2020.

By:



Goulda A. Downer, PhD
President

Marvena Simmonds

Marvena Simmonds
Executive Secretary

