

BYLAWS

CENTRAL ALABAMA CARIBBEAN AMERICAN ORGANIZATION (CACAO)

APPROVED:

Pauline Ford-Caesar
, President

DATE: *02/22/2021*

CONTENTS		PAGE
ARTICLE I	NAME	3
ARTICLE II	PURPOSE	3
ARTICLE III	MEMBERSHIP	3
ARTICLE IV	RIGHTS OF MEMBERS	4
ARTICLE V	MEMBERSHIP FINANCIAL RESPONSIBILITY	5
ARTICLE VI	MEETINGS	5
ARTICLE VII	OFFICERS	7
ARTICLE VIII	DUTIES	8
ARTICLE IX	COMMITTEES	10
ARTICLE X.	CONFLICT	11
ARTICLE XI	FISCAL YEAR	11
ARTICLE XII	INDEMNIFICATION	12
ARTICLE XIII	AMENDMENT	14
ARTICLE XIV	DISSOLUTION	14
ARTICLE XV	PARLIAMENTARY AUTHORITY	15

BYLAWS OF
CENTRAL ALABAMA CARIBBEAN AMERICAN ORGANIZATION

ARTICLE I. NAME

This Organization shall be known as the "CENTRAL ALABAMA CARIBBEAN AMERICAN ORGANIZATION (hereafter also referred to as the "CACAO").

ARTICLE II. PURPOSE

The Central Alabama Caribbean American Organization is organized as a public charitable Foundation and it's purposes shall be: (a) To share the Caribbean culture with the city of Birmingham and its surrounding areas, (b) To be a resource to Caribbean students attending college in Alabama (c) To provide a forum to advocate a variety of events and social causes that will enhance the Caribbean community in and around the Birmingham area, and (d) To be organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes; no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III. MEMBERSHIP

The members of the Organization shall consist of Benefactor Life Members, Sustaining Life Members, Life Members, Honorary Members, Regular Members and Affiliate Members.

Section 3.01 There shall be six categories of membership as provided in section 3.02 or as established by CACAO Board of Directors (hereafter also referred to as the "Board"). Life members are elected by the Board of Directors of CACAO after recommendation and/or nomination.

Section 3.02. Categories of Members.

- A. **Benefactor Life Members.** Benefactor Life Members shall include any member who has contributed to CACAO a minimum of Five Thousand Dollars (\$5,000).

- B. **Sustaining Life Members.** Sustaining Life Members shall include any member who has contributed to CACAO a minimum of Twenty-five Hundred Dollars (\$2,500) or is expected to contribute a minimum of Five Hundred Dollars (\$500) per year for a minimum of 5 years and who shall have complied with such additional requirements as the Board of Directors may establish from time to time.
- C. **Life Members.** Life Members shall include any member who has contributed to CACAO a minimum of Fifteen Hundred Dollars (\$1,500) or is expected to contribute a minimum of Three Hundred Dollars (\$300) per year for a minimum of 5 years and who shall have complied with such additional requirements as the Board of Directors may establish from time to time.
- D. **Honorary Members.** Honorary Members shall be elected (a) by unanimous vote of the Board of Directors or (b) by two-thirds vote of the members entitled to vote at any meeting of the members, present in person. Honorary members will have voice but no vote.
- E. **Regular Members.** An individual who supports the principles and objectives of the Organization may become a regular Member of this Organization upon application and payment of the applicable membership fee.
- F. **Affiliate Members.** An organization that supports the principles and objectives of the Organization may become an Affiliate Member of this Organization upon application and payment of the applicable membership fee.

ARTICLE IV. RIGHTS OF MEMBERS

a. **Regular Members** Regular members are entitled to hold any office in the Organization, chair and serve on committees of the Organization, vote on any matter pertaining to the Organization's business including election of officers, and represent the Organization upon direction of the Board of Directors or appointment by the President.

b. **Life Members** Life members are entitled to serve on committees of the Organization, vote on any matter pertaining to the Organization's business including election of officers, and represent the Organization upon direction of the Board of Directors or appointment by the President.

c. **Sustaining Life Members** Sustaining Life members are entitled to serve on committees of the Organization, vote on any matter pertaining to the Organization's business including election of officers, and represent the Organization upon direction of the Board of Directors or appointment by the President.

d. **Honorary Members** Honorary members are entitled to serve on committees of the Organization, participate in Organization meetings but have no vote on any matter pertaining to the Organization's business including election of officers, and nor can they speak for the Organization in any matter.

e. **Benefactor Life Members** Benefactor Life members are entitled to serve on committees of the Organization, participate in Organization meetings but have no vote on any matter pertaining to the Organization's business including election of officers, nor can they speak for the Organization in any matter.

f. **Affiliate Members** Affiliate Life members are entitled to serve on committees of the Organization, participate in Organization meetings but have no vote on any matter pertaining to the Organization's business including election of officers, nor can they speak for the Organization in any matter

ARTICLE V. MEMBERSHIP FINANCIAL OBLIGATIONS

Section 5.01. The dues of this Organization shall be due January 1 of each year, becoming delinquent on February 15. Annual Dues shall not be prorated, except when authorized by the Board of Directors.

Section 5.02. Dues of the Organization shall be set by the Board of Directors.

Section 5.03. Members whose dues have not been paid by February 15 may be renewed during the current fiscal year upon the payment of such late fees as may be fixed by the Board of Directors, together with dues for the current fiscal year.

ARTICLE VI. MEETINGS OF THE ORGANIZATION

Section 6.01. Annual Meeting The annual meeting of the membership shall be held in November of each year for the purpose of hearing reports of officers and committee chairpersons and adopting a budget for the ensuing fiscal year. Notice of annual meeting shall be in writing at least thirty (30) days prior to the meeting.

Section 6.02. Quarterly Meetings The Organization shall meet quarterly during the following months of the year unless the Board of Directors provides otherwise: January, April, July and October.

Each member of the Organization shall receive notice of the meeting at least fourteen (14) days prior thereto via mail or appropriate electronic means.

Section 6.03. Special Meetings Other meetings may be called by the President or by a majority of the Board of Directors. Each member of the Organization shall receive notice of the meeting at least fourteen (14) days prior thereto via mail or appropriate electronic means, and said notice shall state the time, date, location and purpose of said special meeting.

Section 6.04. Quorum A quorum shall be deemed to exist at any duly called meeting of the membership at which fifty percent (50%) plus one (1) of the members entitled to vote are present either in person or by individual proxy. In the event of a vote of dissolution, a quorum shall consist of two-thirds (2/3) of the voting membership of the Organization.

Section 6.05. Controlling Vote Action of the Organization shall be by majority of the members present.

Section 6.06. Proxy Voting Voting members may vote by proxy but such proxy must be in writing, specifying the conditions and limitations of the proxy. The proxy must be signed by the member and witnessed by at least two individuals or notarized. The witnessed or notarized proxy shall be electronically mailed to the secretary prior to the start of the meeting at which the vote is to take place.

Section 6.07. Agenda Among the business to be transacted at the Annual Meeting of the Organization shall be the election of the Board of Directors. The agenda of any quarterly meeting shall consist of other matters as decided by the President or Board of Directors.

Section 6.08 Mail/Electronic Voting The Board of Directors may direct that a matter be submitted to the membership of the Organization for vote by mail or appropriate electronic means. Binding action of the Organization shall be by a majority of the votes received from members, via mail or appropriate electronic means, in accordance with the rules fixed by the Board of Directors.

Section 6.09. Place of meetings All meetings of the membership shall be held in such place as designated by the Board of Directors.

Section 6.10. Rules of Procedure Meetings of the Organization shall be conducted pursuant to the current Robert's Rules of Order.

ARTICLE VII. OFFICERS

Section 7.01. Officers The officers of the Organization shall consist of the President , Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, the Immediate Past-President, four (4) Members-at-Large, and a non-voting Parliamentarian. Executive board members are considered officers based solely on the position they hold.

Section 7.02. Qualifications of Officers Each officer must be an active member of this Organization and actively promote the mission and vision of the Organization, and must be in good standing in the Organization.

Section 7.03. Election of Officers All officers except the President, Immediate Past-President and Parliamentarian shall be elected at the Annual Meeting of the Organization.

Section 7.04. Appointed Officer The appointed officer shall be the Parliamentarian.

Section 7.05 Board of Directors The Board of Directors shall be composed of President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, the Immediate Past-President, 4 Members-at-Large. The Board of Directors shall act as a planning committee, bringing recommendations to the membership for a vote. This committee shall meet at such times as called by the President or two (2) or more members of the Executive Committee.

Section 7.06 Term of Officer Term of office for each officer shall be three (3) years. Additional terms shall be limited to one (1) consecutive year for a total of six (6) consecutive years. No Board member shall hold more than one office; however, a committee chairperson may chair more than one committee.

Section 7.07 Compensation No officer, director, chairperson or member shall be compensated for Organization duties. However, upon approval by the Board of Directors, a person may be reimbursed for out-of-pocket expenses in connection with Organization-related activities, provided the expenses have been authorized prior to expenditure.

Section 7.08. Resignation Any Officer may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time or upon the event specified therein or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective. If any director shall have failed, without excuse, to attend three consecutive meetings of the Board of Directors, he or she shall be deemed to have resigned from the Board of Directors.

Section 7.09. Removal An Officer may be removed from office by vote of two-thirds of the members present in person. An Officer may be removed only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 7.10. Vacancies If the office of President becomes vacant, the Vice President shall become President for the unexpired term. If any other office becomes vacant, the opening will be announced and nominations accepted from any paid member in good standing to fill the remainder of the term until such time as elections are held.

Section 7.11. Elections to fill the Executive Board will be held every 3 years with election year being announced in April prior to elections in November. Nominations will be accepted from paid members in good standing and candidates are free to campaign for the particular open seat they are running for. Winners will be announced in November and installed in January. In the case of the President, the winner of the election will be designated President Elect and invited to attend board meetings until such time as they assume the Presidency in January.

ARTICLE VIII. DUTIES OF OFFICERS

Section 8.01. President The President, or the Vice President in the absence of the President, shall preside at all meetings of the Organization. The President shall appoint the chairman, and members of all committees of the Organization who are to hold office during his/her term as President. The President shall be an ex-officio member of all committees. The President shall supervise and superintend the performance of all activities of the Organization. The President shall keep the Executive Board duly informed and carry out its decisions, and shall perform such other duties and acts as usually pertain to this office or as may be designated by the Organization.

Section 8.02. President – Elect The President Elect shall plan the program of the Organization for his/her upcoming term as President during his/her term as President Elect, and shall chair the nominating committee as appointed by the President.

Section 8.03. Vice President The Vice President shall aid the President in the performance of the President's responsibilities. In case of the death, resignation or disability of the President, the Vice President shall perform the duties of the President for the remainder of the President's term or disability. The Vice President shall directly supervise and report to the Executive Council on the activities of the Organization's Committees.

Section 8.04. Secretary The Secretary shall be the liaison between the Organization and its members regarding the retention and maintenance of books, records, papers and other documents in the custody of the Organization. The Secretary shall keep a true record of all proceedings of all meetings of the Organization and of the Board of Directors, whether assembled or acting under submission. The Secretary, in conjunction with the President, as authorized by the Board of Directors, shall attend generally to the business of the Organization *and provide notice of meetings.*

Section 8.05. Assistant Secretary The Assistant Secretary shall assist the Secretary in the fulfillment of the Secretary's responsibilities as they may be requested and shall perform such other duties as designated by the President or the Board of Directors.

Section 8.06. Treasurer The Treasurer shall keep an accurate record of all monies appropriated to and expended for the purpose of the Organization. The Treasurer shall monitor all accounts, reports, and documents prepared as to the Organization's funds, revenue, and expenditures, and seek to make certain that all such accounts, reports, and other documents are at all times accurate and correct. The Treasurer shall report on the Organization's present and projected financial condition at each quarterly meeting, and shall advise the membership as to the financial impact of any proposed action by the Organization. The Treasurer shall submit to the Organization, at the Annual Meeting, a report on the Organization's financial affairs as may be requested by the President. The Treasurer shall be a member of the Finance Committee.

Section 8.07. Assistant Treasurer The Assistant Treasurer shall assist the Treasurer in the fulfillment of the Treasurer's responsibilities as he/she may be requested and shall perform such other duties as designated by the President or the Board of Directors.

Section 8.08. Parliamentarian A parliamentarian typically serves as an adviser on the proper conduct of a meeting. The Parliamentarian shall monitor the meetings and other proceedings of the Organization to assure that such proceedings are conducted pursuant to proper and acceptable parliamentary procedure. The Parliamentarian shall have such ultimate word on the propriety of a given procedure and shall, at the request of the President or any other member of the Organization, clarify and resolve parliamentary disputes.

Section 8.09. Immediate Past-President and succeeding Past Presidents The Immediate Past-President shall provide such assistance to the President as is mutually agreed. Upon the admission of the most recent Past President to the board, the Past President currently holding that position will move into a non-voting advisory position to the board.

Section 8.10. Records and Property Retention: All Officers, within sixty (60) days of the completion of his/her term, shall relinquish all records of the Organization and other items of the Organization in their possession to the President or his/her designee.

ARTICLE IX - COMMITTEES

Section 9.01. Generally

The President of the Board of Directors may cause to be constituted such committees as may be considered appropriate: Standing and Special Committees. The President may appoint the chair of each of the committees and may appoint, or delegate to the chair the power to appoint, the remaining members thereof. Members may volunteer to serve on committees with approval by the Chair or the President. The Board of Directors, however, shall have the power at any time to discharge any committee.

Section 9.02. Standing Committees.

A. **Governance:** The Committee shall consist of members as appointed by the President. The committee periodically reviews the Bylaws, notifying the members of the proposed amendments at least thirty (30) days before the meeting and prepares the amendments for presentation to the membership.

B. **Community Outreach:** The Committee shall: (a) Work with various organizations and community organizers in providing opportunities for Caribbean natives in the communities; (b) Collaborate and maintain working relationships with students, colleges and community service organizations.

C. **Finance:** The committee consists of members including the treasurer. The committee considers and recommends means for securing adequate income, recommends an annual budget to the Board of Directors, advice the Board of Directors and CACAO concerning investments and other financial business. The committee prepares and presents the financial report at the end of the year to the Board of Directors, and the membership.

D. **Nominations Committee:** The Nominations Committee shall consist of three (3) Regular Members appointed by the President on or before March 1 of each year. The Nominations Committee shall be responsible for the procedures for the nominations of Officers and Board of Directors at the Annual Meeting, and shall certify the eligibility of all candidates for Officers and Board of Directors. The Nominations Committee may enact such procedures as necessary to effectuate its business.

E. **Public Relations:** The Committee shall disseminate news releases and photograph major events and important meetings. The Committee shall help CACAO plan and develop marketing efforts that support CACAO's purpose and programs.

F. **Scholarships & Awards:** The committee works through establishing, disseminating, screening and preparing criteria to candidates for CACAO scholarships, awards, and recognition. Announces selected scholarship and award recipients at CACAO appropriate annual events.

Section 9.03. Select Committees The Board of Directors of the Organization is authorized to establish or empower the President to establish Select Committees. The Board shall state the area of proposed activity and the duration of Select Committees.

Section 9.04. Chain of Responsibility Committees of the Organization, whether Standing or Select, shall report directly to the Board of Directors.

Article X - CONFLICT OF INTEREST

No contract or other transaction of CACAO shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of CACAO may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature and extent of his or her interest was disclosed to, or acknowledged by, the Board of Directors before acting on such contract or other transaction. Any director of CACAO who is also a director, officer, or member of any corporation, firm, or Organization with which CACAO proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in any such contract or other transaction, may not be counted in

determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or such transaction. Any such contract or transaction may be authorized or approved by a majority of the directors then in office and qualified to vote on such matters.

Article XI - FISCAL YEAR AND AUDIT

Section 11.01. Fiscal Year. The fiscal year of CACAO shall begin January 1 and shall end December 31.

Section 11.02 Audit. An audit of the Organization's financial records shall be conducted immediately following the end of each fiscal year. The audit shall be done by an independent accountant selected by the Treasurer and approved by the Board of Directors at a charge to be approved by the Board of Directors.

ARTICLE XII INDEMNIFICATION

12.01 Indemnification in Actions Arising Out of Capacity as Officer or Director on Behalf of Organization.

The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Organization), by reason of the fact that the person is or was a Director or officer, acting in a managerial capacity on behalf of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided he is not adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 12.02 Indemnification in Actions by or in right of Organization. The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer acting in a managerial capacity on behalf of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 12.03 Indemnification When Successful. To the extent that a Director or officer acting in a managerial capacity on behalf of the Organization has been successful in defense of any action, suit or proceeding referred to in Sections 12.01 and 12.02 of this ARTICLE 12, or in defense of any claim, issue or matter therein, he or she shall be indemnified against any and all expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Section 12.04 Determination of Meeting Applicable Standard. Any indemnification under Sections 12.01 and 12.02 of this ARTICLE 12 (unless ordered by a Court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 12.01 and 12.02 of this ARTICLE 12. Such determination shall be made either: 12.04.A by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful with respect to, such claim, action, suit or proceeding; or 12.04.B if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 12.05 Payment of Expenses in Advance of Disposition of Action. Any and all expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding shall be paid by the Organization in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 12.04 of this ARTICLE 12 upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the Organization as authorized in this ARTICLE 12.

Section 12.06 Nonexclusivity of ARTICLE 12. The indemnification authorized in and provided by this Article 12 shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, or vote of the Board of Directors, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 12.07 INSURANCE. The Organization may purchase and/or maintain insurance on behalf of any person who is or was a Director or Officer against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Organization is required or permitted to indemnify him or her against such liability under the provisions of this Article 12 or any statute.

Article XIII – AMENDMENTS

These Bylaws may be amended, added to, or replaced, in whole or in part, (a) by vote of two-thirds of the members present at a meeting or of a majority of all the members of CACAO, whichever is less, provided that the substance of the proposed amendment is stated in the notice of the meeting, or (b) by vote of a majority of the directors then in office, except that no amendment may be made by the Board of Directors on matters reserved to the members by law or the Certificate of Formation or which changes the provisions of these Bylaws relating to meetings of members, to the removal of directors, or to the requirements for amendment of these Bylaws. Notice of any amendment, addition, or repeal of any Bylaw by the Directors stating the substance of such action shall be given to all members not later

than the time when notice is given of the meeting of members next following such action by the Board. Any Bylaw adopted by the Directors may be amended or repealed by the members.

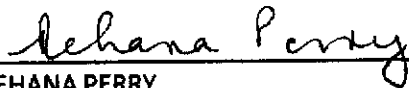
ARTICLE XIV- DISSOLUTION

All the property of this corporation and accumulations thereof shall be held and administered to effectuate its purposes and to serve the general welfare of the people of the State of Alabama, the United States of America and Internationally. Upon the dissolution of the nonprofit corporation for any cause, the assets of the corporation of whatever kind and wherever situated shall be distributed to any nonprofit corporation or governmental agency qualified to receive such distributions under 501(c) of the Internal Revenue Code, to be used for the purposes set forth in Article Two hereinabove. No distribution of the assets of this corporation shall ever be made to any member, director or officer of this Corporation.

ARTICLE XV- PARLIAMENTARY AUTHORITY

The Central Alabama Caribbean American organization shall be governed by Robert's Rules of Order Newly Revised Edition in all parliamentary procedure situations that are not provided for in the law, or Bylaws of CACAO.

I, the undersigned, do hereby certify that I am the Secretary of CACAO and that the forgoing Bylaws were duly presented to and considered by the members of CACAO and adopted as and for the Bylaws of such organization.



REHANA PERRY
Secretary

Printed: 02/22 /2020
Amended: 8/24 /2020