

Constitution and By-laws of the Guyana-Jamaica Friendship Association (New York), Inc.

Whereas Guyana and Jamaica are Founder-Members of the Caricom Community and have had long standing fraternal relations;

And whereas individuals originally from these two countries now residing in the Tri-State area are desirous of forming an Association to further this friendship and co-operation between these two countries by increasing knowledge and travel between these two countries as well as improving various aspects of development of these countries and whereas no such functioning Association exists in this area;

Now, therefore the Guyana-Jamaica Friendship Association (New York) Inc. is hereby formed and shall be governed by the Constitution set out hereunder.

ARTICLE 1: NAME

The name of the association is the Guyana-Jamaica Friendship Association (New York) Inc., hereinafter referred to as The Association.

ARTICLE 2; PURPOSES OF THE ASSOCIATION

The purposes of the Association are as follows:

2.1 To provide material assistance and guidance to Jamaican and Guyanese students in the United States of America.

2.2 To partner with non-profit organizations in the Tri-State area and elsewhere, involved in assisting Jamaicans and Guyanese in their respective countries.

2.3 To provide financial and other material assistance to institutions involved in primary school education in less affluent areas in Jamaica and Guyana.

2.4 To provide medical assistance to individuals who reside in less affluent areas in Jamaica and Guyana.

2.5 To encourage travel to Jamaica and Guyana by residents of the Tri-State area and beyond.

2.6 To support cultural and sporting exchanges between Guyanese and Jamaicans.

2.7 Notwithstanding any other provisions of these articles, The Association shall not be involved in any activities not permitted by (a) an Association exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) an Association contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law)

ARTICLE 3: MEMBERSHIP

Membership in the Association shall be open to anyone in the Tri-State area and beyond who is in agreement with the aims and objectives of the Association.

ARTICLE 4: TAX-EXEMPT STATUS

To advance the above purposes, The Association shall engage solely and exclusively in charitable, educational, scientific and other such non-profit activities as will ensure that it qualifies and continues to qualify for tax-exempt status under the applicable laws of the United States of America.

ARTICLE 5: PROHIBITIONS ON ACTIVITIES

The Association is prohibited from engaging in any activity designed to influence or assist in the election to public office of any person anywhere and is also prohibited from supporting the campaigns or other political activities of any person or group anywhere. The Association is organized and will operate exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 6: BY-LAWS

The Association has the power to make and adopt By-Laws to affect the purposes outlined in Article 2 of this constitution including but not limited to the levying of membership dues and the establishment of the duties, powers and responsibilities of its members.

ARTICLE 7: EXECUTIVE POWER

The Executive Power of The Association shall be vested in an Executive Committee which shall consist of seven (7) persons as delineated below:

- President
- Vice-President
- Secretary
- Treasurer
- Assistant Secretary/Treasurer
- Organizing Secretary
- Public Relations Officer

ARTICLE 8: AMENDMENTS TO CONSTITUTION

This constitution may not be amended save by the affirmative vote of two-thirds of all members who are entitled to vote in accordance with the stipulations of The Association's constitution.

ARTICLE 9: PRINCIPAL ORGANS OF THE ASSOCIATION

The principal organs of the Association are:

9.1 MONTHLY MEETINGS

9.1.A Regular meetings shall be held at such times and in such places as the Executive Committee shall decide, but must be held at least once every month. This includes teleconferences.

9.1.B Notice of regular meetings shall be written and disseminated to all members.

9.1.C No decision taken at a regular meeting for which notice was given in accordance with paragraph 9.1.B shall be invalidated because of a lack of quorum.

9.1.D A quorum shall be considered to be a minimum of nine (9) members in good standing.

9.2 ANNUAL GENERAL MEETINGS

9.2.A An Annual General Meeting shall be held no more than fifteen (15) months after the previous general meeting provided that the meeting is held at least once in every calendar year.

9.2.B Written notice of the Annual General Meeting shall be disseminated to all members at least five (5) days prior to the meeting and shall outline the proposed agenda.

9.2.C The provisions of paragraphs 9.1.B and 9.1.C with respect to the lack of quorum shall also apply to the Annual General Meeting .

ARTICLE 10: THE EXECUTIVE COMMITTEE

10.1.A The Executive Committee shall be elected every two (2) years at the Annual General Meeting. Previous membership in the Executive Committee shall not preclude subsequent election to a similar office.

10.1.B The election may be by ballot or by show of hands as the Executive Committee shall decide.

10.1.C Any vacancy on the Executive Committee occurring prior to the expiration of the Committee's term may be filled by the remaining members of the Executive Committee by a simple majority vote of all committee members, save in the case of a vacancy in the Office of President in which case the vote shall be two-thirds of all committee members.

10.1.D Any member of the Executive Committee may be removed from office for any cause whatever by a two-thirds majority of members voting at any regular meeting. In no case; however, shall a member of the Executive Committee be removed from office without first having been given the opportunity to be heard.

10.1.E The Executive Committee shall meet at least once monthly at such times and in such places as the Executive Committee shall decide. Five (5) members of the Executive Committee shall constitute a quorum for such a meeting.

10.1.F All decisions of the Executive Committee shall be by simple majority of those participating and voting save as specifically required by the Constitution.

10.1.G Any two (2) of the President, Treasurer or Secretary shall together execute any contract or deed required to be executed by or on behalf of The Association.

10.1.H All checks and drafts shall be signed by any two (2) of the President, Treasurer or the Secretary, or their respective designates.

ARTICLE 11: AMENDMENTS TO BY-LAWS

The By-laws of The Association may be amended by a simple majority of all members present and voting at any meeting providing that fourteen (14) calendar days notice has been given.

ARTICLE 12: DISSOLUTION OF THE ASSOCIATION

12.1 The Association may be dissolved by a two-thirds majority of members in good standing.

12.2 Upon winding up and dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 13: MEMBERSHIP DUES,VOTING ET AL

13.1 The Association shall be empowered to collect membership dues from all regular members.

13.2 Such membership dues as allowed under paragraph 13.1 shall be due on an annual basis in the amount laid out in the By-laws.

13.3 A member who has paid the current dues, or is no more than a month in arrears shall be deemed a member in good standing.

13.4 All members in good standing may vote on any issue where a vote is required either in person or by proxy duly authorized in writing except as noted in paragraph 13.7.

13.5 All persons entitled under the Constitution to be members of The Association shall become members either by paying dues or by notifying any member of the Executive Committee of their intention to become members.

13.6 All members of The Association may vote at any meeting at which they are present except as noted in paragraph 13.7.

13.7 All members of the Association not in good standing shall be honorary members only and shall not be entitled to vote or be elected to the Executive Committee.

13.8 Any person who is proposed by the Executive Committee as noted in the By-laws and approved by a majority of members present and voting shall be deemed an honorary member of the Association.

BY-LAWS OF THE GUYANA-JAMAICA FRIENDSHIP ASSOCIATION (NEW YORK), INC.

The following are the By-laws of the Guyana-Jamaica Friendship Association,(New York) Inc. These By-laws are intended to supplement and strengthen the Articles of the Constitution. In the event of real or perceived conflict, the Articles of the Constitution shall always supersede the By-Laws.

The By-laws shall not be used to amend any of the articles of the Constitution or in any way render any such Article void or irrelevant.

BY-LAW 1.0: ADDRESS OF THE ASSOCIATION

- Mailing Address

The Guyana-Jamaica Friendship Association
119-18 Rockaway Boulevard
South Ozone Park, NY 11420

- Physical Address

The Guyana-Jamaica Friendship Association
119-18 Rockaway Boulevard
South Ozone Park, NY 11420

BY-LAW 2.0: THE EXECUTIVE COMMITTEE

The Association shall be governed by an Executive Committee as outlined in Article 7 of the Constitution. All the positions on the Committee shall be voluntary and no compensation shall be made to any member of the Committee under any circumstances for the performance of the duties noted herein. The duties of the Executive Committee shall be as follows and as laid out in the Articles of the Constitution.

2.1 PRESIDENT

The President shall be responsible for chairing all meetings of The Association and of the Executive Committee. The President shall be an ex-officio member of all working committees set up by the Executive Committee for the conduct of the affairs of The Association. The President shall be a signatory on all of the Association's Bank Accounts.

2.2 VICE-PRESIDENT

The Vice-President shall function as a regular member of the Executive Committee and shall substitute for the President in his/her absence or upon his/her direction. During such substitution the Vice-President shall assume all the functional responsibilities of the President.

2.3 SECRETARY

The Secretary shall be responsible for maintaining all of The Association's records. The Secretary shall publish notices of all of The Association's meetings, shall be responsible for the minutes of such meetings and shall keep a record of all matters arising from meetings. The Secretary shall be responsible for all of The Association's correspondence, shall be an ex-officio member of all working committees set up by the Executive Committee to conduct of The Association's affairs and shall be a signatory on all of The Association's bank accounts.

2.4 TREASURER

The Treasurer shall be responsible for maintaining a record of all of The Association's financial affairs, for keeping the books and for co-coordinating The Association's relations with its bankers and auditors. The Treasurer shall be an ex-officio member of all working committees set up by the executive Committee for the conduct of the affairs of the Association. The Treasurer shall be a signatory on all The Association's bank accounts.

2.5 ORGANIZING SECRETARY

The Organizing Secretary shall be responsible for organization of all of The Association's functions. He/she shall work closely with the Secretary and be a member of all committees responsible for arranging various functions/activities held and sponsored by The Association.

2.6 ASSISTANT SECRETARY/TREASURER

The Assistant Secretary/Treasurer shall function as a regular member of the executive Committee and shall substitute for the Secretary/Treasurer in their absence or upon their direction. During such substitution the Assistant Secretary/Treasurer shall assume all the functional responsibilities of the Secretary/Treasurer.

2.7 PUBLIC RELATIONS OFFICER

The Public Relations Officer shall function as a regular member of the Executive Committee. He/she will be responsible for all of The Association's publicity undertakings including but not limited to the writing of press releases, participation in media interviews, development, crafting and monitoring of web site and/or social/professional network content.

BY-LAW 3.0: BANK ACCOUNTS AND SIGNATORIES

3.1 The Executive Committee is responsible for the selection of a commercial bank for the purpose of conducting the Association's financial business. The Association shall maintain at least a Checking and a Savings Account. The Committee may at its discretion also operate Investment accounts and other financial instruments aimed at improving The Association's finances.

3.2 The Treasurer shall bear responsibility for all of The Association's financial affairs.

3.3 All the accounts of the Association shall bear two of the three signatures delineated below:

President
Secretary
Treasurer

A signature specimen card with the requisite signatures shall be maintained in The Association's records and shall be replaced as soon as it is updated except when such an

update is due to substitution resulting from one of the Officers' temporary absence. In this case, a temporary signature specimen card shall be maintained.

3.4 All drafts and checks pertaining to The Association's business shall be signed by two (2) of the President, Secretary or Treasurer. No signatory may sign a check or draft made out to himself/herself.

3.5 The Treasurer, with the agreement of the Executive Committee, may establish a Finance Committee to assist with the management of The Association's finances. Members of this Committee may be drawn from the Executive Committee as well as from the general membership providing all members on the Committee are in good standing as laid out in the constitution.

3.6 The Association's bankers shall be:TD Bank

3.7 The Treasurer will present a financial report every quarter at the regular meeting.

3.8 The fiscal year will be the same as the calendar year.

BY-LAW 4.0: MEMBERSHIP DUES, ELECTION TO HONORARY MEMBERSHIP

4.1 Membership dues shall be payable by all members in order to maintain membership in good standing.

4.2 Membership dues for all members shall be US\$50.00 per year payable at any time during the Association's year.

4.3 The Treasurer shall maintain a record of the standing of all members.

4.4 Any member who is in arrears shall immediately regain a status of good standing upon payment of the outstanding dues to the Treasurer.

4.5 The Executive Committee either on its own or at the behest of members may propose individuals for election to the Association as Honorary Members.

4.6 The Executive Committee shall decide on the qualifications necessary for honorary membership status.

4.7 Any member wishing to propose a name to the Executive Committee for election to honorary membership must do so in writing identifying the rationale for the proposal.

4.8 Honorary Members shall have no obligation to pay regular membership dues and are excluded from voting.