



By-Laws of The Rochester West Indian Festival Organization, Inc.

Article I

RWIFO, Inc. is a not for profit organization established under the laws of New York State and is tax exempt pursuant to section 501 (c) 3 of the Internal Revenue Service code.

Article II - Purpose

RWIFO, Inc. is authorized to conduct any business which is legal in New York State, and any other jurisdiction in which business is conducted in accordance with Internal Revenue Service code section 501 (c) 3.

Article III- Membership

I. Qualifications

- A. Any individual at least 15 (fifteen) years of age.
- B. Individual must be of West Indian origin by Birth or Affiliation

II. Dues

- A. Each sustaining member shall pay annual dues of \$30.00 (Thirty dollars).

Such dues shall be payable January 1 and March 31 of current fiscal year.

- B. New members shall pay dues upon expiration of probationary period.
- C. Waiver:

- i.* A member can receive an automatic waiver due to unemployment or disability.
 - ii.* A member can be granted a provisional waiver by the Executive Board upon submission to the Executive Board a statement describing the circumstances warranting such a waiver.

III. Selection

- A. Prospective members shall be:

- i.* Presented to the Executive Board by a sustaining member.
 - ii.* Must complete an application for membership.
 - iii.* Be accepted by the Executive Board.

- B. The decision made by the Executive Board is final.

IV. Length of Membership

Membership is renewable each year.

V. Meetings

A. Regular Meetings –

Regular meetings are held once each month. The minimum number per calendar year is 10 (ten).

B. Special Meetings –

Special meetings can be called by the Executive Board or by the initiation of any sustaining member.

C. Annual Meetings –

An annual meeting shall be held in the month of October and shall be for the purpose of electing new officers and receiving yearly reports from the standing committees.

D. Quorum-

The minimum number of members present to conduct business shall be 7 (seven). Two of which must be officers.

E. Voting-

i. Majority - A simple majority is needed to pass any vote taken at a meeting of the membership.

ii. Proxy - Each sustaining member is entitled to vote at a meeting of the membership or may authorize another person or persons. The proxy should be mailed to the Executive Board. Every proxy should be signed by the member or his attorney-in-fact a proxy is not valid after eleven months. Every proxy shall be revocable at the pleasure of the member exacting it, except as otherwise provided by law. The revocation must be mailed to the Executive Board.

F. Rules of Order:

Roberts Rules of Order shall be used to conduct business at every meeting of the membership.

Article IV - Executive Board

I. Composition:

The Executive Board shall be comprised of a President, Vice-President, Secretary, Treasurer, and two members-at-large, selected at the annual meeting; and the term of each shall be one year.

II. Removal of members of the Executive Board:

Any or all of the members of the Executive Board may be removed by a vote of the members, or by action of the Board.

III. Resignation:

A member of the Executive Board may resign at any time by submitting a written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board. The acceptance of the resignation shall not be necessary to make it effective.

IV. Powers and Duties:

- A. The members of the Executive Board have a judiciary responsibility to act in the best interest of the organization.
- B. The Executive Board has the sole responsibility of approving new members.
- C. The Executive Board has the sole responsibility of approving the budget.

V. *Meetings:*

- A. Regular Meetings - The Executive Board shall meet 4 (four) times within the current fiscal year.
- B. Special Meetings- Special Meetings can be called by any member of the Executive Board.
- C. Quorum- The minimum number of directors present to conduct business shall be 3 (three). Two of which must be officers.
- C. Voting- A simple majority is needed to pass any vote taken at the meetings of the Executive Board.

VI. *Rules and Procedures:*

Roberts Rules of Order shall be used to conduct business at every meeting of the Executive Board.

VII. *Officers:*

The officers shall be elected by vote of the membership at the annual meeting. The officers will be President, Vice-President, Secretary, Treasurer, and Assistant Secretary Treasurer. The officers shall have such duties and powers and functions here-in after provided. All officers shall be elected for 3 (three) year terms. Each officer shall hold office for the term for which he or she is elected or until a successor has been elected. All officers shall only serve 3 (three) consecutive terms.

Article V - Duties Officers

- I. **The President** - shall be the executive officer .of the organization. He or she shall preside at all meetings, shall have the management of the organization and its activities and shall see that all orders and resolutions of the Executive Board are carried into effect.

The Vice-President - in the absence of disability of the President shall perform the duties and exercise the powers of the President: and shall perform such other duties as the Executive Board shall prescribe.

The Secretary - shall attend all meetings and record all minutes of all proceedings in a book to be kept for that purpose. He/she shall give written notice of all meetings, emergency or otherwise.

The Treasurer - shall have the custody of the Organization's funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization, and shall deposit all monies and any other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Executive Board. He/she shall render to the President and Executive Board at the regular meetings of the Executive Board or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Organization.

The Assistant Secretary/Treasurer - shall hold the powers and perform the functions of the Secretary or Treasurer during the absence or disability of the Secretary or Treasurer.

- II. Any officer may be removed by a vote of the membership with or without cause. In the event of the death, resignation, or removal of an officer, the Executive Board may appoint a successor to act as an interim officer until the next annual election immediately following such death, resignation, or removal.

Article VI - Committees

I. Standing Committees

- A. *i. Scholarship* *ii. Entertainment*
iii. Food *iv. Pageant*
v. Publicity/Journal *vi. Arrangements / Set Up*
vii. Budget *viii. Parade*
ix. Fundraising *x. Carifest*
- B. Each Committee shall consist of at least 1 (one) member.
- C. Detailed duties and procedures shall be set down in the standing rules on Policies and Procedures.

II. Ad Hoc Committees

Ad Hoc Committees shall be appointed as authorized by the general membership or the Executive Board.

III. Ex-Officio Members

The President shall be an ex-officio member of all committees except for the Nominating Committee.

Article VII- Parliamentary Authority

Roberts Rules of Order shall govern the proceedings of *this* association in all cases not provided for in these by-laws of in standing rules and policies.

Article VIII: - Amendments

- I. These by-laws may be amended at any annual meeting or special meeting by a 60% (sixty percent) vote of all members present and voting, provided the proposed amendments shall have been approved by the Executive Board.
- II. The corporation will have the power to indentify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of or asserted to rise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.
- III. upon the dissolution of the corporation and after the payment or provision for payment of all the liabilities of the corporation, the Executive Board will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501 (c) 3 of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court ~jurisdiction in the county in which the principal office of the corporation is located.