

**BY-LAWS  
of  
CARIBBEAN COMMUNITY OF UTAH AND FRIENDS**

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**ARTICLE 1**

CITY RECORDER

**NAME, VISION STATEMENT, MISSION STATEMENT AND PURPOSE**

**Section 1: Name**

The name of the corporation shall be called "Caribbean Community of Utah and Friends.". It is established as a charitable nonprofit corporation in the State of Utah.

**Section 2: Vision Statement**

Put our members on the path of integration and self-reliance.

**Section 3: Mission Statement**

The CCU&F is committed to building organizational and individual capacities of its members through education, home visits, advocacy, mentoring, culture, sports, collaboration and partnerships.

**Section 5: Purposes**

The specific purposes of the CCU&F will include, but not limited to, the following:

- a. Advocate on issues that affect the CCU&F Community in Utah.
- b. To foster co-operation and joint programs with sister organizations within the State of Utah and beyond.
- c. Resolve conflicts within the Community.
- d. Foster the growth of strong families through educational workshops.
- e. Contribute to the overall development and welfare of members of the Community.
- f. Provide a platform for an exchange of ideas about issues that relate to the Community.
- g. Promote cooperation among members.
- h. Promote opportunities for recognition of outstanding talents.
- i. Contribute to the welfare and development of the members and women.
- j. Promote education, healthcare issues, cultural activities and sports.
- k. Create awareness on issues of crime prevention and general malaise.
- l. To facilitate smooth transition and integration of CCU&F members into the American society and to serve as a resource for the Community in areas of citizenship, immigration and naturalization services.

## **ARTICLE II**

### **Board of Directors**

#### **Section 1. Number**

The CCU&F shall have no less than five directors and collectively they shall be known as the board of directors.

#### **Section 2. Powers**

The Board of Directors shall be the governing body of the corporation. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

#### **Section 3. Election**

The Board of Directors shall be elected by the members of CCU&F. Voting for board of directors shall be by secret ballot. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

#### **Section 4. Term of Office**

Each director shall hold office for a period of two years. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

The president will serve for a maximum of two consecutive terms.

#### **Section 5. Responsibilities**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws
- b. Create or update the mission and vision statements
- c. Determine the organization's programs and services.
- d. Approving the strategic plan
- e. Appoint and remove, employ and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- f. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- g. Approving the annual budget, annual report, etc.
- h. Working with and providing support to the executive
- i. Approving major contracts and grants.
- j. Soliciting and reviewing program evaluations.
- k. Serving as a public figure for the organization
- l. Fundraising, by directly donating to the non-profit and soliciting donations from others.
- m. Documenting policies and decisions to create an organizational memory.

- n. Preparing for and attending board meetings.
- o. Researching and discussing issues before decisions are made.
- p. Advocating for the organization
- q. Troubleshooting as necessary
- o. Meet at such times and places as required by these bylaws.

#### **Section 6. Compensation**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with conflict of interest policy, as set forth in Article 9 of these bylaws.

#### **Section 7. Regular Meetings**

Regular meetings of directors shall be held on the third Sunday of every month.

#### **Section 9. Extraordinary Meetings**

Extraordinary meetings of the board of directors may be called by the president, the vice president, the secretary, or by any two directors.

#### **Section 10. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. **Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

#### **Section 11. Quorum for Meetings**

A quorum shall consist of two thirds majority of the members of the board of directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

#### **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of



incorporation, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **Section 13. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the president or in his or her absence, by the vice president. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

### **Section 14. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation.

### **Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the of the corporation.

### **Section 16. Indemnification by Corporation of Directors and Officers**

The directors and officers of CCU&F shall be indemnified by CCU&F to the fullest extent permissible under the laws of the State of Utah.

## **ARTICLE III Officers**

### **Section 1. Designation of Officers**

The officers of CCU&F shall be a president, a vice president, a secretary, and a treasurer. Officers may preferably be appointed from the board members.

### **Section 2. Removal and Resignation**

Any officer may be removed by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of CCU&F.

### **Section 3. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than

that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy.

#### **Section 4. Duties of President**

The president shall:

- a. Be the chief executive officer of CCU&F and shall, subject to the control of the board of directors, supervise and control the affairs of CCU&F and the activities of the officers.
- b. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors.
- c. He or she shall preside at all meetings of the board of directors and at all meetings of the general assembly.
- d. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of CCU&F, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.
- e. Shall establish meeting agenda.
- f. Shall work to build bridges with other nonprofit organizations and agencies of government.
- g. Shall promote the image of the organization.
- h. Shall serve as spokesperson and public relations for the organization.
- i. Shall ensure compliance with State laws and regulations.

#### **Section 5. Duties of Vice President**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

#### **Section 6. Duties of Secretary**

The secretary shall:

- a. Certify and keep at the principal office of CCU&F, the original, or a copy, of these bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the board may determine, minutes of all meetings of the directors and the general assembly, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d. Be custodian of all records.

- e. Keep at the principal office of the corporation a membership database containing the name and address of each and any members.
- f. Perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 7. Duties of Treasurer**

The treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds of CCU&F, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- b. Receive, and give receipt for, monies due and payable to CCU&F from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of CCU&F as may be directed by the board of directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of CCU&F properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of CCU&F, or to his or her agent or attorney, on request thereof.
- f. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of CCU&F.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 8. Compensation**

Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to officers shall be approved in advance in accordance with CCU&F's conflict of interest policy, as set forth in these bylaws.

## **ARTICLE IV Committees**

### **Section 1. Committees**

CCU&F shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board. A standing committee or an ad hoc committee may be constituted for a number of activities relating to organizing, youths, women and children, culture and sports.



## **ARTICLE V**

### **Execution of Instruments, Deposits, and Funds**

#### **Section 1. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of CCU&F, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind CCU&F by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of CCU&F shall be signed by the treasurer and countersigned by the president of CCU&F.

#### **Section 3. Deposits**

All funds of CCU&F 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. Financial Resources**

Financial resources of CCU&F shall come from any of the following:

- Voluntary contributions
- Fund raising
- Grants – public and private
- Donations
- Gifts

#### **Section 5. Financial year**

The financial year of CCU&F shall start on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

## **ARTICLE VI**

### **AMENDMENTS AND DISSOLUTION**

#### **Section 1: Amendments**

Except as may otherwise be specified under provisions of law, these By-laws, or any of them, may only be altered, amended, or repealed, and new bylaws may only be adopted, by an affirmative vote of two-thirds of the board. .

## **Section 2: Dissolution**

CCU&F may be dissolved by a resolution taken by three-quarters majority of the general membership. Upon dissolution, CCU&F's assets will be distributed for any exempt purposes specified in Section 501 (C)(3) of the Internal Revenue Code as amended or supplemented, or shall be distributed to the Federal Government or to a State or Local Government for a public purpose, which the Board, at the time of dissolution, shall determine. Any such assets not so disposed off shall be disposed of by the District Court of the County in which the principal office of CCU&F is 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.

## **ARTICLE VII**

### **INTERPRETATION**

In the interpretation of these By-Laws the decision of the Board of Directors shall be final.

### **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors of CCU&F, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 8 pages, as the Bylaws of CCU&F on this 3<sup>rd</sup> Day of December 3, 2016.

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