

**BYLAWS OF
ORGANIZATION FOR THE DEVELOPMENT OF PORT-MARGOT
(ODEP)**

ORGANIZATION FOR THE DEVELOPMENT OF PORT-MARGOT, INC

**ORGANIZATION POU DEVELOPE PORT-MARGOT
(ODEP)**

Article I. Name and Mission

Section 1.01. Name

The name of the organization shall be **ORGANIZATION FOR THE DEVELOPMENT OF PORTMARGOT, Inc (ODEP)**

Section 1.02. Mission

The **Organization for the Development of Port-Margot, inc (ODEP)**, based in Florida, USA, is a non-profit, non-partisan, apolitical, non-sectarian, philanthropic organization of Haitians and Haitian-Americans originally from Port-Margot, Haiti, organized exclusively for educational and charitable purposes for the benefit of the Haitian and Haitian-American communities here and in Port-Margot.

No activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this organization shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as otherwise provided in section 501(h) of the IRS code of 1986.

In quest of this mission, **ODEP** may promote fundraising activities, receive and accept property by way of gift from persons, trusts or corporations inasmuch as permitted by Federal and State Laws.

The proceed of these fundraising events and donations will be used to fund the charitable and educational activities set forth by the organization in accordance with section 501(c)(3) of the Internal Revenue Code or will be distributed to charitable organizations with the meaning of that term as defined in section 501(c)(3) of the Internal Revenue Code.

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Article II. Membership

Section 2.01. Composition

The Organization shall offer two categories of membership: Corporate and individual

Qualifications. Membership may be granted to any individual, corporation or business that support the mission of the organization, and who pays the annual dues as set by the Board of Directors.

To qualify as active member, an individual must be:

- At least 21 years old
- Supportive of the mission of the Organization
- Capable of contributing to fulfillment of the mission
- Willing to fulfill financial obligation
- A legal business or corporation

Section 2.02. Admission of Members

Admission of members is decided in accordance with ODEP Policies and Procedures

Section 2.03. Termination of membership

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of a member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 2.04. Voting

At all meetings, the votes shall be by voice or casting by ballots. There shall not appear any mark or marking that might indicate the person who cast such ballot. Absent members may vote by Absentee ballot, by mail, for just cause. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for the election of

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Directors. Each member in good standing shall be entitled to one (1) vote and such vote may not be cast by proxy.

Section 2.05. Rules

No member shall be deemed in good standing who is ninety (90) days or more in arrears in payment of membership dues. The rights and privileges of membership shall be available only to members in good standing. Membership shall be suspended for non-payment of dues after ninety (90) days.

Section 2.06. General Membership Meeting

General Membership Meetings and an Annual Membership Meeting shall be held at such time, date and place determined by the Board of Directors. The Quorum for a General Membership Meeting is defined as the number of Active Members present. Moreover, decisions taken at a General Membership Meeting are valid if approved by a majority vote (50%+1) of active members present, taking into account absentee ballots and excluding abstentions.

Article III. Board Of Directors

Section 3.01. Composition

The Board of Directors shall consist of 11 elected members: these are the 6 Executive Officers and 5 additional directors.

Section 3.02. Qualification

To qualify for election as a member of the Board of Directors, an individual must be:

- Haitian or of Haitian descent
- Supportive of the mission of the Organization
- Capable of contributing to fulfillment of the mission
- Capable of exercising the powers and duties of a Director as specified in these bylaws

Section 3.03. Powers and Duties

The Board of Directors manages the Organization, its property, its business, its affairs and, except as otherwise stated (in the certificate of incorporation, these bylaws and/or applicable local, state, federal and international laws), possesses all power and responsibility necessary or

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appropriate for effective execution and accomplishment of the Organization's purposes and objectives.

The Board of Directors appoints Chairpersons of all Standing and Special Committees, and has the power to remove Chairpersons.

Section 3.04. Election

The members elect the Directors. Elections are held every two years to nominate new Directors or re-elect the same. In addition, elections are held to fill vacancies created by: resignation or death of a Director, removal of a Director for cause, increase in number of offices, completion of term of office.

Section 3.05. Term

A Director's term is for two years. It commences 1(one) month after election except for the initial election of the organization, in which the director will take over immediately, and continues until the end of his/her mandate or his/her resignation, death or removal.

Section 3.06. Compensation

No Director shall for reason of his/her office be entitled to receive any salary or compensation from the Organization or have interest in any Organization's property, business or affairs, but nothing herein shall be construed to prevent a Director from receiving any compensation from the Organization for duties other than those associated with the mandate of a Director.

Section 3.07. Regular Meetings

The Board of Directors shall meet at least four (4) times per calendar year Meetings shall be at such time, date and place, as the Board of Directors shall determine.

Section 3.08 Special Meetings

Special Meeting of the Board or the members shall be at such date, time, and place, as the Board shall determine and may be called for any purposes by the President and any two Officers or by any three Officers.

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Absence from two consecutive regular meetings of the Board of Directors shall be cause for removal from office, except for just cause. Such removal shall be declared by a majority vote of the Board of Directors.

Section 3.09. Quorum

A Quorum for any meeting of the Board of Directors shall consist of 7(seven) Directors.

Section 3.10. Board Decisions

Within the Board of Directors, decisions are made using a majority of 2/3(two thirds) of the Directors present if the quorum is met.

Article IV. Officers

Section 4.01. Officers

Within the Board of Directors, the officers of the Corporation shall be a President, a Vice-President, a Secretary, an Assistant-secretary, a Treasurer and an Assistant-Treasurer.

Section 4.02. Qualification

To qualify for election as an Officer, an individual must be:

- Be a Director of the organization
- Haitian or Haitian descent
- Supportive of the mission of the Organization
- Capable of contributing to the fulfillment of the mission
- Capable of exercising the powers and duties of a Director as specified in these bylaws

Section 4.03. Authority and Duties of officers

Each officer possesses such authority and responsibility as generally assigned to his/her office.

The President shall:

- Preside at all membership meetings, enforce the bylaws and perform all the duties related to the position of the office.
- Decide all questions of order
- Be authorized to countersign all checks issued by the Treasurer.
- Be authorized to attend all committee meetings, ex-officio.

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- Present at each Annual Meeting of the Organization, an Annual Report of the work of the Organization.

The Vice-President shall:

In the absence of the president, assume all the duties of the president as specified in Article IV, Section 4.02, and shall assume all other duties designated by the president.

The Secretary and Assistant-Secretary shall:

- keep an accurate record of the minutes and submit them to the membership for approval.
- Keep a record of the proceedings at all meetings of the Board of Directors
- Keep a numerical index of all items of business of the Organization, together with a record of the disposition of each, and report to each regular membership meeting a summary of all items not disposed of.
- Keep a roll of the membership
- Notify the membership of all regular and special meetings
- Be the keeper of the Corporate Seal.
- Record whether a Quorum of voting members is obtained at any membership meeting, or meeting of the Board of the Directors.
- Perform all the duties related to the position and the office.
- Receive all Organization correspondence, except that which directly concerns Committee work and submit same to the Board for proper disposition.
- Be responsible for the preparation of outgoing correspondence when directed by the voting membership at a legally constituted meeting or by the Board of Directors.
- Receive copies of all other outgoing correspondence and inform the Board of Directors of its contents.
- Perform all the duties associated to the position and the office.

The Treasurer/Assistant-Treasurer shall:

- Be responsible for all fiscal affairs of the Organization.
- Have custody of all money belonging to the Organization and shall be solely responsible for such money or securities of the Organization.

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- Render a statement of the condition of the finances of the Organization at each meeting of the Board of Directors as well as general membership meeting, and at such other times as shall be required, and a full financial report at the Annual Meeting of the Organization.
- Make and sign all checks, which shall be countersigned by either the President or the Vice-President, as above set forth.
- Keep regular and accurate accounts of all financial obligations and transactions in books and records belonging to the Organization as the Board of Directors may require.
- Exercise all duties related to the office of Treasurer.

Section 4.04. Election

The Board of Directors elects the Officers. Elections are held every two years to nominate new Officers or re-elect the same. In addition, elections are held to fill vacancies created by: resignation or death of an Officer, removal of an Officer for cause, increase in number of offices, completion of term of office. The same person may hold any two (2) offices, except President/Treasurer.

Section 4.05. Term

An Officer's term is for two years. It commences 1(one) month after election except for the initial election of the organization and continues until the end of his/her mandate or his resignation, death or removal.

Section 4.06. Compensation

No Officer shall, for reason of his/her office, be entitled to receive any salary or compensation from the Organization or have interest in any Organization's property, business or affairs; but nothing herein shall be construed to prevent an Officer from receiving any compensation from the Organization for duties other than those associated with the mandate of Officer.

Article V. Committees

The Board of Directors may create committees, the membership of which need not be restricted to members of the Board of Directors. Committees

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shall report to the Board and shall assume such duties as assigned by the Board.

There shall be five Standing Committees:

1. Philanthropic and social
3. Educational
4. Financial
5. Public Relations

Committee's Chairpersons at the beginning of each fiscal year shall submit to the Finance committee a proposed list of the expenditures and income, if any, for committee activity for the ensuing year. The Finance committee shall then submit a proposed budget for the coming year to the Board of Directors for approval or rejection.

Article VI. Fiscal Year

The Organization's fiscal year shall begin on January 1 and end on December 31.

Article VII. Parliamentary Authority

"Robert's Rules of Order Revised (RONR)", is the parliamentary authority for every membership, Board of Directors or committee meetings.

Article VIII. Official Representative

The board of directors or its assignee is the only legal and official representative of the Organization. No other member should represent himself/herself as a representative of the organization without the approval of the board of directors.

Article IX. Dues

Dues for current members are payable monthly or annually based on the member's capability. Initial monthly dues for new members are payable in full at the time of admission.

Article X. Financial Matters

The board of directors will determine the accounting methods and fiscal year of the corporation. All checks, drafts, or other methods for payment shall be signed by an officer determined by resolution of the board of directors. All notes, mortgages, or other evidence of indebtedness shall be signed by an officer determined by resolution of the board of directors. No

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money will be borrowed or loaned by the corporation unless authorized by a resolution of the board of directors. No contracts will be entered into on behalf of the corporation unless authorized by a resolution of the board of directors. No documents may be executed on behalf of the corporation unless authorized by a resolution of the board of directors. A board of directors resolution may be for specific instances or a general authorization. All funds of the organization, not otherwise employed, shall be deposited within 24 hours to the organization's official bank account.

Article XI. Dissolution

In case of dissolution of the corporation, any remaining assets of the organization shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then 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 XII. Amendments

These bylaws may be amended by the majority vote of the Board of Directors at any Annual or special meeting. Any amendments by the Board of directors are subject to approval by majority vote of members at any annual or special meeting.

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Dated: _____ , 20 ____

Signature of Secretary of Corporation

Printed Name of Secretary of Corporation

Adopted by the Board of Directors on _____ , 20 ____

Signature of Chairperson of Board

Printed Name of Chairperson of Board

Approved by the stakeholders on _____ , 20 ____

Signature of Secretary of Corporation

Printed Name of Secretary of Corporation