

By-Laws of The Rochester Jamaican Organization, Inc.

A 501(c)3 Public Charity Under Code 509(a)(2) of the Internal Revenue Code

ARTICLE I - NAME

This Non-Profit corporation shall be known as The Rochester Jamaican Organization, Inc.(Hereafter "RJO").

ARTICLE II - PURPOSE

The Rochester Jamaican Organization, Inc., was formed to:

To provide an association that will provide to Jamaicans and friends of Jamaica a network that will provide access to resources that will positively impact social conditions of Jamaicans in Jamaica and in Rochester. The Rochester Jamaican

Organization, Inc will fulfill its purpose by seeking to:

- Empower the Rochester Jamaican community through educational, social, economic and cultural engagement.
- Work in solidarity to foster and develop partnership and goodwill with constituents that share our mission and value of progressive Jamaican communities based on mutual respect, understanding and a shared vision of self-determination and commitment to perpetuating the Jamaican heritage globally.
- Strive to uphold profession and ethical principles in providing service to its members and the community at large, and
- Communicate in a common voice and expose it membership to core values and leadership ideals that must be perpetuated through the organization.

The motto of the Rochester Jamaican Org, Inc. is to:

"Create Networks to Enlighten, Educate and Empower the Rochester Jamaican Community". In furtherance of the foregoing, RJO shall possess all the powers and privileges granted to not-for-profit corporations by the New York not-for-profit corporation law or any act amending such, or by any other law of the state of New York, together with any powers incidental thereto to the extent it deems such powers and privileges necessary, convenient, proper and incidental to the accomplishment of any of its purposes or to promote its interests, directly or indirectly.

ARTICLE III - MEMBERSHIP

- Membership in RJO shall be open to all persons of Jamaican background, descent or affiliation, who support the mission of the Rochester Jamaican Organization, Inc upon written application and payment of dues for the current membership year.
- Membership year shall commence on September 1, of each year and end on August 31 of the following year.
- Members may resign at any time by mailing or delivering written notice to the chair of the Membership Committee of RJO.
- Any member may be removed at any time, with or without cause, by majority vote of the other members.
- Any termination of membership, voluntary or involuntary, shall result in the forfeiture of all membership dues paid.

ARTICLE IV - OFFICERS and, EXECUTIVE BOARD

- The executive shall consist of a President, Vice-president, Secretary and Treasurer.
- The executive shall serve without compensation.
- The executive may be reimbursed for expenses incurred during the performance of their duties as approved by the Executive Board.
- The executive shall be members in good standing.
- The executive shall be elected for two years.
- The executive is expected to attend executive and regular meetings.
- Any Executive Board member may be removed at any time, with or without cause, by majority vote of the other members.
- Any termination of Executive Board position, voluntary or involuntary, shall result in the forfeiture of all membership dues paid.

ARTICLE V - STANDING COMMITTEE

- The executive shall appoint standing committees as needed.
- Unless the Executive Board otherwise provides, each committee may make, alter and repeal rules for the conduct of its business.
- No quorum shall be required for the transaction of business.

- The vote of a majority of the members present at a meeting at the time of such vote shall be the act of such committee.

ARTICLE VI - ADVISORY COUNCIL

- The Board of Directors may establish an Advisory Council.
- The size, duration, and responsibilities of such advisory council shall be established by the Executive.
- Advisory Council Members are expected to meet at least three times per year.
- Advisory Council Members are not required to be paying members of RJO; however, they may do so at their discretion.

ARTICLE VII - MEETINGS

- Regular meetings shall be held on the first Thursday of every month at 6:00 PM.
- Special meetings may be held at any time when called for by the President or a majority of executive members.
- An agenda shall be provided at least one day in advance.
- Previous meeting minutes shall be provided at least one week in advance.
- Robert's Rule of order shall govern the operation of meetings.

ARTICLE VIII - VOTING

- Thirty three percent of voting members constitutes a quorum.
- In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- Passage of a motion requires a simple majority (i.e., one more than half the members present).

ARTICLE IX - ELECTIONS

- Nominations of members who are in good standing may be made for elected positions on the Executive Board and submitted to the chair of the Membership Committee.

ARTICLE X - CONFLICT OF INTERST

- Any member of the Executive Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE XI - FISCAL POLICY

- Section 11.01. Fiscal Year. The fiscal year of RJO shall begin on September 1 of each calendar year and end on August 31 of the following year.

- Section 11.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the RJO and in such manner as shall from time to time be determined by resolution of the Executive or of any committee to which such authority has been delegated by the Executive.

- Section 11.03. Deposits and Accounts. All funds of the RJO, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Executive Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of RJO, to whom such power may from time to time be delegated by the Executive Board. For the purpose of deposit and for the purpose of collection for that account of RJO, checks, drafts, and other orders of RJO may be endorsed, assigned, and delivered on behalf of RJO by any officer or agent of the RJO.

- Section 11.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Executive Board in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

- Section 11.05. Procurement and Payments. The treasure, with the approval of the Executive Board, shall develop procurement and payment procedures that are consistent with fiscal policies governing non-profit organizations.

ARTICLE XII - BOOKS AND RECORDS

- Correct books of account of the activities and transactions of the Corporation shall be kept at a location to be determined by the Executive Board. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, a copy of the Constitution, a current list of the directors and officers of RJO and their residence addresses, and all minutes of meetings of the Executive Board and the meetings of membership.

ARTICLE XIII - MISCELLANEOUS

- Section 13.2. Corporate Seal/Logo. The corporate seal/logo shall be used only in connection with the operation of business pertaining to RJO.
- Section 13.5. Limitation of Activities. RJO shall not perform, participate in, or sponsor in whole or in part any activities proscribed to a corporation exempt from payment of Federal Income Tax under section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV - AMENDMENTS

- The Articles of Incorporation, Constitution and this By-law (which pursuant to Sections of the New York Code of Regulations of RJO) may be amended by a majority of those members who vote: At any regular or special meeting of the members of RJO, provided that notice describing such amendments shall be posted on the website of RJO or otherwise distributed to the members at least twenty one days prior to the vote to enable adequate exchange of ideas about any such amendments through material published on the website of RJO or otherwise distributed to the members.

ARTICLE XV - CONSTITUTION

- Section 15.1. Additional Rules. Additional rules for the operation of RJO shall be contained in the Constitution adopted by the membership.
- Section 15.2. Changes. The Constitution may be adopted, amended or repealed by a majority of those present at a regular General Meeting that has been previously convened by the Executive Board.

ARTICLE XVI - DISSOLUTION

- If RJO is dissolved for any reason, any assets of the organization that remains after satisfaction of debts and liabilities of the organization and the costs, charges and expenses of said dissolution, the assets shall be distributed to another incorporated organization having objectives similar to RJO; as determined by resolution of the members of RJO.

ARTICLE XII - INDEMNIFICATION

- RJO shall indemnify any Executive Board member or Officer or any former Executive Board member or Officer of RJO (and her/his heirs, executors, and administrators) against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by her/him by reason of the fact that he or she/he was such Executive Board member or Officer, in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to the extent and according to the procedures and requirements set forth in the New York Nonprofit Corporation Law. The indemnification provided for herein shall not be deemed to restrict the right of RJO to indemnify employees, agents, volunteers (as defined by the relevant sections of the New York Code), and others as permitted by such law.

- The provisions of the relevant Sections of the New York Code applicable to automatic advance payment of expenses shall not apply to RJO.

IN WITNESS WHEREOF, Rochester Jamaican Organization, Inc has caused this By-law to be executed and attested all by its duly authorized officers on this 1st day of January, 2010.

Rochester Jamaican Organization Inc.

By:

Name: Joel Frater

Title: President

Name: Diane Neufville

Title: Vice-President

Name: TBD

Title: Treasurer

Name: Michelle Thompson-Taylor

Title: President