

**BY-LAWS  
Of the**

**Central Florida International Black Women's Congress, Inc.**

**A Florida Non-Profit Corporation**

**Adopted February 12, 2020**

**ARTICLE I – NAME**

The name of this Corporation is and shall be the Central Florida International Black Women's Congress Inc and hereafter known as the Corporation.

**ARTICLE II – PURPOSES**

The purpose of Central Florida International Black Women's Congress, Inc. shall be to provide Educational, Cultural and Socio-Recreational Programs to the Economically Disadvantaged and Under-served families in Central Florida to enhance their quality of life

**ARTICLE III - BOARD OF DIRECTORS**

Section 1 – Directors

The Board of Directors shall be limited to not less than three (3) and not more than thirteen (13) Directors. Director shall possess the background, interest, and skills necessary to oversee the functions of the Central Florida International Black Women's Congress Inc. Each Director shall have one vote. The Executive Director shall have one (1) vote with the exception of voting matters relating to the Executive Director's compensation as CEO of the Corporation or electing of the Executive Director's position, in which he/she currently holds the position.

Section 2 - Eligibility of Board of Director

Any person dedicated to the purpose of the Corporation who wishes to become a Director may file an application in such manner as the Board of Directors shall determine.

### Section 3 – Elections and Terms of Board of Directors

All Board of Director members shall be elected by Board member majority votes for (2) two year terms in such a manner so as one third (1/3) of the terms expire each year on December 31<sup>st</sup>. The limit on the number of terms a member may serve will be determined by the Board of Directors. Regular elections will be held in the February meeting. Board of Director with expiring terms may be eligible for re-election. Special elections will be held at the monthly meeting of the Corporation upon resignation or termination of a Board member.

### Section 4 - Termination of Board of Directors

The Board of Directors by affirmative vote of two-thirds (2/3) of all Directors may without specification or cause, suspend or expel a Director. The Director shall be given fifteen (15) days prior notice of the expulsion or suspension and the reasons therefore. The Director shall have the right to be heard in writing not less than five (5) days before the effective date of the expulsion or suspension, by a committee of the Board of Directors.

### Section 5 – Resignations of Board of Directors

Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of the Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective.

No Director may resign when the Corporation would then be left without a duly-elected Director or Directors in charges of its affairs.

### Section 6 - Vacancies

Any vacancy occurring in the Board of Directors to be filled by reason of an increase in the number of Directors shall be filled by a vote of the majority of the remaining Directors, even if less than a quorum, or by a sole remaining Director. A Director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office until the next election.

No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

### Section 7 - Compensation and Interest in Assets

Board of Directors shall not receive compensation for their services as a Director of the Board. Nor shall any Board of Director possess any property rights in or to the property of the Corporation.

### Section 8 - General Powers

Except as otherwise provided in the Articles of Incorporation, the business affairs of the Corporation shall be managed by its Board of Directors. This Board of Directors shall have general management and control of the business and affairs of the Corporation and shall exercise all of the powers that may be exercised or performed by the Corporation under the statutes of the State of Florida, the Articles of In Corporation or the Corporation's By-Laws.

## **ARTICLE IV – BOARD OF DIRECTOR OFFICERS**

### Section 1 - Designation

The Board of Director officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer, and such other officers as may be elected to offices created by the Board. Officers shall have powers and duties as specified herein. One person may hold two or more offices, except those of Chair and Secretary, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

### Section 2 - Election and Terms of Board of Director Officers

The Board of Director officers of the Corporation shall be elected annually by the Board of Directors. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New officers may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office for a minimum of 2 years and until a successor shall have been elected, unless otherwise removed.

### Section 3 - Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with and without cause, whenever in its judgment the best interests of the Corporation would be served thereby.

## Section 5 - Duties

### 1. Chair

The Chair, if present, shall preside at all Board meetings of the Corporation , appoint committees, serve as a non-voting member of each committee, and have general supervision, direction and control of the business of the Corporation .

### 2. Vice Chair

In the absence of the Chair, the Vice Chair, shall preside at Board meetings of the Corporation, serve as a non-voting member of each committee, and have general supervision, direction and control of the business of the Corporation.

### 2. Secretary

The Secretary shall be responsible for the mailing of notices and see to the proper recording of the proceedings of meetings of the Corporation, inclusive of minutes of the Board of Director's and General Member's meetings. The Secretary shall automatically become Treasurer if there is a vacancy, if the Treasurer is unable to perform his or her duties, or if the Corporation has not elected a new Treasurer.

### 4 Treasurer

The Treasurer shall be responsible for overseeing the Corporation's funds and financial records. The Treasurer shall supervise the collection and reporting, of all income and expenditures, the establishment of proper accounting procedures for the handling of the Corporation's funds, and the keeping of the funds in such banks as approved by the board. The Treasurer shall report on the financial condition of the Corporation at meetings of the Board and at other times when called upon by the Chair.

At the end of the fiscal year, the Treasurer shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by a certified public accountant. At the expiration of the Treasurer's term of office, or upon removal, the Treasurer shall immediately deliver over to the person designed by the Chair all books, money and other property in his or her charge.

## **Section 6 – Corporation Membership**

The membership of this Corporation shall consist of all concerned individuals who are vitally interested in the Corporation's mission and purpose.

These members are not members of the Board of Directors. There is only (1) one class of membership.

#### Section 6:1 Class of Membership

##### General Membership

Only General members shall be entitled to vote (one vote per member) or hold office.

1. General Membership
  - a. General members shall consist of such persons that have the like-mindedness and passion for the organization's mission.
  - b. The dues of General Membership for the fiscal year and guidelines for donating shall be determined by the Members and submitted to the Board of Directors for approval.

#### Section 7 Benefits and Responsibilities of Membership

- a) Members will have the opportunity to help plan and implement comprehensive interventions that may have tremendous potential to enhance self-sufficiency, promote safety, save lives and improve health in economically disadvantages and underserved communities.
- b) Members will be expected to work within the scope of the Central Florida International Black Women's Congress, Inc's mission, goals, initiatives, and principles when representing the Corporation in public.
- c) Members will be expected to attend meetings, be professional, as well as active in community service and event planning, and inclusive of maintain communication with the organization's members.
- d) Members may promote their business on the Corporation's website. Businesses must not conflict with the mission and vision nor jeopardize the integrity of the Corporation and most be approved by the Board of Directors.
- e) Members in active and good standing financially may receive discounted rates for admission to organization sponsored events upon approval by the Board of Directors.

## **ARTICLES V – MEETINGS**

### Section 1 – Monthly meetings

A meeting of the Board of Directors and general body shall be held monthly or as needed, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

### Section 2 – General Membership Meetings

General membership Meeting shall be held at the annual Red Dress Health Symposium to install new members, new directors, and Board of Director Officers.

### Section 3 – Notice of Meetings

Notice of each meeting of the Board of Directors stating the place, day, hour, and the purpose(s) for which the meeting is called, shall be delivered either personally, by email, newsletter, text messaging, telephonic technology, and/or posted on the Corporation's website or by first-class mail to each Director and general body membership not less than seven (7) and not more than thirty (30) days before the date of such meeting.

Florida: 617.0820 – Meetings - Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

### Section 4 – Special Meetings

Special meetings of the Board of Directors or General Membership may be called by or at the request of the Chair, the Secretary or a majority of the actual Directors. The office of the Corporation will be the primary meeting place unless otherwise informed. That location 250 Wilshire Blvd. STE141, Casselberry, FL 32707

### Section 5 – Notice of Special Meetings

Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto either personally or by telephone or posted and (4) days notice by first-class mail or posting on website, subject to waiver of notice as provided in Article VIII of these By-Laws. All such notices shall be given or sent

to the Director's address or telephone number as shown on the records of the Corporation.

#### Section 6 – Quorum

A majority of the Directors holding office at any point in time shall constitute a quorum. The Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for that meeting. Proxy to constitute a quorum for transaction of business will be accepted on a transaction by transaction basis. Board of Directors will be notified prior to meeting about transactions in which proxy will not be permitted.

#### Section 7 – Action without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors (i.e. email voting, voting by letter of proxy). Such written consent (s) shall be filed with the minutes of the Board of Directors. Directors may be requested to vote utilizing following processes: Written Ballot; Voice Roll Call; Video Conference; Teleconference; Written Consent (email); and Board Portal System.

#### Section 8 – Participation in Meetings by Means of Conference Telephone

Board of the Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting *can hear each other*, and participate by such means shall constitute presence in person at such meeting.

#### Section 9 - Committee

Standing Committees will be developed as needed.

### **ARTICLE VI – INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER CORPORATE AGENTS**

#### 6.1 Insurance

- a) Appropriate insurance will be in place to cover indemnity.
- b) The Corporation assumes all liability to any person other than the

Corporation or its members for all acts or omissions of a volunteer .  
Director incurred in the good faith performance of his or her duties as a  
Director occurring on or after the date of this resolution are approved by  
the Board.

- c) The Corporation does to the extent allowed by applicable state and federal laws, indemnify and hold harmless its officers, Directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Corporation, including, without limitation, all reasonable attorneys' fees costs and other expenses incurred in establishing a right to indemnification under this Article VI.

## **ARTICLE VII – BOOKS AND RECORDS**

The Corporation shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles and By-Laws as amended to date and a record giving the names and addresses of all Directors and members.

## **ARTICLE IX – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the or under the provisions of the Articles of Incorporation or by the By-Laws of the Corporation, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving such. The attendance of a Director at any meeting shall also constitute a waiver of notice of such meeting.

## **ARTICLE X – RULES OF ORDER**

The rules contained in Robert's Rules of Order Newly Revised or as may be amended from time to time, shall govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these By-Laws, the Articles of Incorporation, or then existing law.

## **ARTICLE XI – AMENDMENTS TO BY-LAWS**

New By-Laws may be adopted by the Board of Directors and General Membership. Those By-Laws may be amended or repealed, by an affirmative majority vote of the Board of Directors and General Members in good standing at which a quorum is present, provided, however, that no amendment changing the authorized number of Directors of the Corporation may be adopted until duly approved by vote or written consent of two-thirds (2/3) of the Board of Directors of the Corporation. Changes of the By-Laws and authorized number of Board of



Directors shall be limited for review to the monthly meetings of the Board of Directors. A copy of the proposed amendment or new By-Laws shall be included in the notice of the monthly meeting given to each Board of Director and member of the Corporation.

**ARTICLE XII – DISSOLUTION AND DISPOSITION OF CORPORATE ASSETS**

Upon the dissolution of the Corporation and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors shall dispose of all assets of the Corporation exclusively for the purpose for all assets of the Corporation, or the Corporation s that are then qualified as tax-exempt Corporation s under Section 501 (c) 3 of the Internal Revenue Code of 1954 (as it may be amended. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located.

**ARTICLE XIII - EFFECTIVE DATE**

The above By-Laws were approved and adopted by the Board of Directors of the Corporation on the \_\_\_\_12\_\_\_\_\_ day of February2020, \_

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Secretary