



**BYLAWS
OF
GRENADA CULTURAL ASSOCIATION OF SOUTH FLORIDA, INC.**

ARTICLE I

NAME, PURPOSE, MISSION AND VISION

SECTION 1- Name

The name of the organization shall be Grenada Cultural Association of South Florida, Inc. herein known as Association. It shall be a nonprofit organization incorporated under the laws of the state of Florida.

SECTION 2 - Purpose

The Association is organized for exclusively for educational, charitable, religious, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the Association will *provide educational, cultural and wellness awareness to the Grenadian community and surrounding South Florida residents.*

SECTION 3 - Mission

Provide Cultural, Educational and Wellness services to positively impact Grenadian citizens everywhere.

SECTION 4 - Vision

Empower and Promote good citizenship by inspiring Commitment, Leadership and Mentorship.

ARTICLE II

OFFICES

The principal office of the Association in the State of Florida, shall be located in the South Florida area. The Association may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the Association may require from time to time.

ARTICLE III

MEMBERSHIP

SECTION 1 - Membership

The membership of the Association shall be comprised of 1) Members 2) Board of Directors and 3) Advisors. There will be an application fee and an annual membership fee that will be fixed by the Board.

SECTION 2 - Election of members of the Association

Every person interested in becoming a member of the Association shall be Grenadian or of Grenadian Parentage. Applicants who are not of Grenadian decent may be considered for membership. A two-thirds majority vote of the Board of Directors is required for membership.

SECTION 3 - Voting Rights

(A)

Members of the Association: Members in good financial standing and who uphold the By-Laws of this Association governed under the laws of the Federal, State and local Governments shall be entitled to vote on issues brought before the Association by the Board of Directors for ratification. Such issues shall be decided by simple majority affirmations.

(B)

Members of the Board of Directors: Primary governance of the organization will rest with the Board of Directors, whose members shall have the right to vote on all issues before them. From time to time, for the purpose of unity and clarity, matters passed by the Board of Directors may, at the Board's discretion, be brought before the general membership for ratification (See A. above). In such circumstances, a special organizational business meeting will be either called, by voice or written instrument, with a minimum notice of five business days.

SECTION 4 - Termination of Membership

Any member of the Association may terminate their own membership by filing a written resignation with the secretary. An Association member that does not participate in at least three scheduled corporate activities in a consecutive six-month period will have their Membership terminated, excluding cases of illness, temporary relocation, and any other exception approved by the Board of Directors.

SECTION 6 - Reinstatement of Membership

Any individual that has resigned and is requesting reinstatement of membership with the Association may do so in writing. Those individuals who have had their membership terminated (voluntary or involuntary) may write a letter requesting reinstatement which must be approved by the Board of Directors.

SECTION 7 - Transfer of Membership

Membership in the Association is neither transferable nor assignable.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1 - General Powers

The business and affairs of the Association shall be managed by its Board of Directors. The Directors may from time to time review, investigate, seek advice, and approve resolution(s) to include but not limited to policies, procedures and appointments in order to coordinate and manage all reporting, audits and adjustments in the overall interest of the Association.

SECTION 2 - Size and Terms

The number of directors of the Association shall be fixed by the Board of Directors, but in no event shall be less than (3) Directors. Each director shall hold office for two years unless duly removed as prescribed in Article VI. The Directors shall include but not limited to the President, Secretary, Treasurer, Vice President, Assistant Secretary-Treasurer, Public Relations Officer, Liaison(s). The Board of Directors may determine as deemed necessary

to add other Directors and/or delete Directors from time to time. Each director must be ratified by the members of the Association at its regular annual meeting except as stated in Section 9 of Article IV. The Board shall define the duties and responsibilities of all other Directors roles not mentioned herein.

SECTION 3 - Regular Meetings

A regular annual meeting of the Board of Directors shall be held in January of each year. The day and time to be decided on by the President or designated Chairman. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described in Section 5 of Article IV. Such meetings shall be governed under the "Robert's Rules of Order" and applicable "Federal, State and Local Government Laws".

SECTION 4 - Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding such special meeting. Such meetings shall be governed under the "Robert's Rules of Order" and applicable "Federal, State and Local Government Laws".

SECTION 5 - Notice

Notice of any meeting shall be given at least two weeks previous thereto by written notice delivered personally, mailed to each director at his business address, or by electronic mail. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6 - Quorum

A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc. If less than a majority is present at a meeting, a director present may adjourn the meeting without further notice.

SECTION 7 - Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8 - Action without a Meeting

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, and shall be signed before such action by all of the directors.

SECTION 9 - Vacancies

Any vacancy occurring in the Board of Directors may be filled by affirmative vote of a majority of the remaining directors if no or through less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the

Directors.

SECTION 10 - Compensation

No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

SECTION 11 - Presumption of Assent

A director of the Corporation, who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to director who voted in favor of such action.

ARTICLE V COMMITTEES

SECTION 1 - Program and Fundraising Committee

Program and Fundraising Committee shall have a maximum of five (5) members including the President of the Association as their Chairperson. This Committee's role is to investigate, prepare and report to the Board its recommendations regarding projects and events related to programs and fundraising campaigns. This Committee shall be responsible to execute the resolution(s) of the Board to advance its approved programs and funding to impact the overall business and affairs of the Association.

SECTION 2 - Membership Committee

Membership Committee shall have a maximum of five (5) members including the Vice President of the Association as their Chairperson. This Committee's role from time to time is to review and recommend to the Board ways and means for expanding the Association's membership. These may include but not limited to providing investigation, reports and recommendations related to membership policies, procedures, regulations and fees. This Committee shall also recruit NEW members to join the Association, maintain positive and continuous communication with all members of the Association. This Committee shall execute the resolution(s) of the Board to increase the membership and impact the overall business and affairs of the Association.

SECTION 3 - Other Committees

The Board shall as deemed necessary by resolution(s) approve Other Committee(s) not mentioned herein; all such Other Committee(s) shall be governed by executing the resolution(s) approved by the Board.

ARTICLE VI OFFICERS, EMPLOYEES AND VOLUNTEERS

SECTION 1 - Number

The officers are also Directors of the Association. These officers shall be a President, a Secretary, and a Treasurer; t and shall be elected by the Board of Directors and be ratified by the Associations members at its regular annual meeting. Such officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may

leave vacant for any such period as it may determine necessary, any office except those of President, Secretary and Treasurer. Any two or more offices may be held by the same person, except for the offices of President, Secretary and Treasurer.

SECTION 2 - General Meetings, Election and Term of Office

The President or designated Chairperson will call its annual General Meeting of the members. This members meeting shall be held in January of each year and at such meeting every 2 years the members shall ratify and elect officers for the next 2 year cycle. An independent person who is not a member of the Association will conduct election of officers every 2 years. If the election of officers shall not be held at such meeting, such election shall be held soon thereafter. Each officer shall hold office until his successor shall have been duly elected, or in the event of his death, or until he shall resign or shall have been removed in the manner hereinafter provided. All other General Meeting(s) may be called during each year by the President, designated Chairperson or Board as deemed necessary to inform, report, present resolution(s) and seek the support of the membership. Notice of at least 2 weeks prior to general meeting(s) must be given to the members in any or all forms herein mentioned such as letter by mail, media release and or electronic communication means. Quorum for general meeting(s) must have at least 50 percent of the Board of Directors and members present must be at least the number equivalent to the Board.

SECTION 3 - Removal

Any officer, agent, or director may be removed by a unanimous vote of the remaining Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice. Election or appointment of an officer, agent, or director shall not create contractual rights, and can be terminable at will.

SECTION 4 - Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5 - President

The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the Board in which case the Chairman shall preside. Chairperson shall preside over all general meeting(s) except when a designated Chairperson is chosen. He may sign, with the Secretary, Treasurer or any other proper officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6 - Secretary

The Secretary shall: (a) Keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of

the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; (d) Keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and (e) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7 - Treasurer

The Treasurer shall: (a) be responsible to receive all forms of payments, prepare all forms of payments and sign such financial documents as authorized by the Board of Directors along with at least one other designated Director or as stipulated by the Board; (b) Keep accurate records of all financial transactions and present all financial statements as required by the Board of Directors on a monthly, quarterly and annually basis; (c) file all financial statement as required by Law in a timely manner; be responsible to prepare and assist in financial audits authorized by the Board of Directors; (d) and comply with all other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 8 - Employees

The Board of Directors when it's deemed necessary may hire Employees to fulfill the approved directives of the Board. Said position(s) shall meet the requirements and responsibilities of the Board, which may be modified from time to time. The Board shall also approve compensation for any hired Employee.

SECTION 9 - Employees: Volunteers

All Volunteers providing labor outside of employment excluding routine task must be approved by the Board and proper account of their time and task must be kept by their approved Supervisor.

ARTICLE VII INDEMNITY

The Association shall indemnify its directors, officers, employees, volunteers, or agents as follows: (a) Every director, officer, employee, volunteer, or agent of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee, volunteer, or agent of the Association is or was serving at the request of the Association as a director, officer, employee, volunteer, or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee, volunteer, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, volunteer, or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. (b) The Association shall provide to any person who is or was a director, officer, employee, volunteer, or agent of the Corporation is or was serving at the request of the Association as a director, officer, employee, volunteer or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is

specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VII.

ARTICLE VIII CONFLICTS OF INTEREST

SECTION 1 - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

SECTION 2 - Definitions

2.1 Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2 of Article VIII, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3 - Procedures

3.1 Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest:

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy:

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4 - Records of the Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5 - Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or

indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

4. The Board of Directors will be non-salaried. In addition, all compensation decisions will be made by the Board of Directors.
5. Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our organization, and (f) the need of our organization for the services of the particular individual

SECTION 6 - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, has agreed to comply with the policy, and (c) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7 - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8 - Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX

OFFENSES AND PENALTIES

SECTION 1 - Offenses

The Board of Directors is responsible to handle Offenses on behalf of the Association when a member has committed any or a portion or all of the Offenses as stated herein:

1. Assault upon another member with intent to do bodily harm,
2. Fraudulent conversion of Association funds,
3. Participating in illegal activity,
4. Maliciously undermining the integrity of the Association,
5. Defamation of the character of a member of the Association
6. Engage in and displaying habitual drunkenness in public and

7. Using vile, profane or obscene language at any meeting or activity sponsored by the Association.

SECTION 2 - Penalties

Penalties shall be by the resolution of the Board and may be administered by the President or designated person(s) to include but not limited to expulsion, suspension, and/or fines; depending on the severity of the offense(s) committed. The Board may allow the person(s) committing the Offenses to present their side for the Board's consideration. The Board's resolution(s) related to Offenses and Penalties are final except for orders by the court or government agencies.

SECTION 3 - Other Offenses and Penalties

The Board may consider resolution(s) related to all Other Offenses and Penalties not mentioned herein with the sole purpose to protect the Association, its Members, Directors, Officers, Employees, Agents and or Volunteers in accordance with Federal, State and Local laws.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1 - Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2 - Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3 - Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such designated officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4 - Deposits

All funds of the Association not otherwise employed 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.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

ARTICLE XII

CORPORATE SEAL

The Board of Directors may at its discretion provide a corporate seal, which shall be circular

in form and shall have inscribed thereon the name of the Association and the State of incorporation and the words, "Corporate Seal".

ARTICLE XIII
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Association Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV
AMENDMENTS AND DISSOLUTION

SECTION 1 - Amendments

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two thirds majority of the Board of Directors.

SECTION 2 - Dissolution

The Association shall be dissolved only upon such resolution of the Board of Directors and a two thirds majority of the remaining membership. In such event the resolution to dissolve will also indicate the manner in which all liabilities shall be paid and the remaining assets will be distributed to any or a number of other 501c3 organization(s) with similar goals and objectives as our Association.

The above Bylaws were approved and adopted by the Board of Directors of the Association on the _____ day of _____, 20____.

Chairperson/President

Secretary