

**C-CHANGE FOR HAITI FOUNDATION, INC.
A NON-PROFIT ORGANIZATION
BYLAWS**

ARTICLE I ORGANIZATION

A. The name of the organization shall be C-CHANGE for Haiti Foundation, Inc.

- B. The organization's logo is  .
- C. The name of the organization may be changed by a majority vote of the Officers of the Board.

ARTICLE II PURPOSES

The purpose of the C-CHANGE for Haiti Foundation, Inc. is to further the growth and development of Haiti. This shall be done by mobilizing resources to address the education, health and infrastructure needs of Haiti and her people.

ARTICLE III BOARD OF DIRECTORS

The Board of Directors shall be the governing body conducting the business and affairs of the organization. Board Members shall govern the activities of this organization whose duties began on January 30, 2010.

A. Board of Directors:

The Board will consist of Officers and Honorary Members.

a. Officer positions shall include:

1. Chair
2. Vice Chair
3. Secretary
4. Treasurer

b. Honorary Member positions shall include:

1. President
2. Vice President

B. Qualifications:

All Board members must:

1. Be in good standing within their communities.
2. Be willing and able to serve in a leadership capacity.
3. Demonstrate a commitment to the improvement of Haiti.

C. General Duties of the Officers:

Responsibilities of the Officers shall include, but not be limited to: serving as the spokespersons of the organization; facilitating and pursuing funding opportunities; and reporting decisions made and actions taken back to the Board members.

1. Chair shall:
 - a. Appoint Honorary President, Honorary Vice President.
 - b. Preside over the Board meeting.
 - c. Meet with possible donors for possible consideration.
 - d. Actively seek funds to support the organization.
 - e. Write and distribute the annual report thirty (30) days prior to the conclusion of the calendar year.
2. Vice Chair shall:
 - a. Serve as the official spokesperson.
 - b. Work closely with the Chair to secure funds for the organization.
 - c. Manage the daily operations of the organization.
 - d. Perform all the duties of the Chair in the absence of the Chair.
 - e. Coordinate all activities of the organization.
3. Secretary shall:
 - a. Prepare and distribute Board minutes and reports.
 - b. Assist Board members with all written correspondence.
 - c. Be responsible for keeping records of all Board actions.
4. Treasurer shall:
 - a. Be responsible for all financial transactions of the organization.
 - b. Assist in the preparation of the budget.
 - c. Provide Executive Committee with quarterly financial statements.
 - d. Ensure annual audit is conducted and approved with the Board.

D. Board Responsibilities:

The duties of the Board shall consist of formulating policies, deciding upon and implementing projects, delegating signatory responsibility, and reviewing annual reports.

1. Policies:

- a. The Board shall formulate organization policies, and decide upon them with a simple majority vote.
2. Projects:
 - a. The Board shall, with the advice of the Advisory Board, decide upon feasible projects and project goals to pursue in Haiti.
3. Signatory Responsibilities:
 - a. The Board may delegate or contract signatory responsibility for reports, forms, and similar items that the organization is legally required to file.
4. Annual Reports:
 - a. The Board must revise and accept, with a simple majority vote, the Chair's annual report. After acceptance by the Board, the Chair's annual report shall be distributed to the membership-at-large before the first day of the new calendar year.

E. Board Vacancies:

A Board vacancy is created when a Board member is unable to fulfill his or her duties to the organization for an extended period of time, due to death, illness, or any other reason.

1. Should a Board member wish to request a leave of absence, he or she must notify the Chair in writing of his or her desire to temporarily terminate his or her position on the Board. A reason for said decision is preferred, but not required.
2. Should a Board member wish to resign, he or she must notify the Chair in writing of his or her desire to permanently terminate his or her position on the Board.
3. A special election may be held in the event that a Board vacancy has occurred. Board members may nominate candidates for the special election.

F. Executive Committee:

The Executive Committee shall be composed of the Officers of the Board. The responsibilities of the Executive Committee shall include:

1. Creating Standing and Ad Hoc Committees.
2. Managing the fiscal affairs of the organization.
3. Bringing critical issues to the attention of the Board.
4. Implementing the decisions of the Board.
5. Acting on behalf of the Board in emergency situations.
6. Hiring staff to support organization operations as needed.

ARTICLE IV ADVISORY BOARD

The Advisory Board shall be the advisors to the Board of Directors. The Advisory Board will consist of members whose expertise is needed by the organization.

A. Qualifications:

All Advisory Board members must:

1. Be in good standing within their communities.
2. Have experience in an area of expertise that is needed by the organization.
3. Demonstrate a commitment to the improvement of Haiti.
4. Be selected by a simple majority vote of the Board.

B. General Duties of the Advisory Board:

The Advisory Board shall:

1. Share ideas and advice with the Board, review organization documents, and attend Board meetings.
2. Recommend projects ideas to the Board for consideration.

C. Advisory Board Vacancies:

An Advisory Board vacancy is created when a Board member is unable to fulfill his or her duties to the organization for an extended period of time, due to death, illness, or any other reason.

1. An Advisory Board member may be removed by a simple majority vote of the Board if he or she fails to perform said duties.
2. An Advisory Board member must notify the Chair of the Board of Directors in writing of his/her decision to resign his or her position on the Advisory Board.

ARTICLE V COMMITTEES

The Chair of the Board of Directors shall appoint Standing and Ad Hoc committees chairs. Committee chairs are responsible for reporting committee activities to the Executive committee and the Board.

A. Standing Committee

The Board shall create Standing Committees as deemed necessary.

B. Ad Hoc Committees

The Board shall create Ad Hoc Committees to accomplish specific programs of work, dissolving same thereafter. Ad Hoc committees shall be created based upon recommendations from the Officers. Ad Hoc Committees shall be directly responsible to the Board.

ARTICLE VI COMPENSATION

All Board of Directors and committee members will serve with a total of ten percent (10%) monetary compensation from donations to the organization.

ARTICLE VII MEETINGS

All meetings of the organization shall be conducted in accordance with Robert's Rules of Order.

A. Regular Board Meetings

The Board meetings shall be scheduled at least once a quarter. Notice of the meeting shall be distributed to Board members at least two (2) weeks prior to the meeting date. The agenda for the meeting shall be distributed to Board members at least ten (10) days prior to the meeting date.

B. Special Board Meetings

The Chair of the Board may call a special meeting of the Board with written notice at least three days prior to the meeting date.

1. The Chair of the Board giving a written notice of a special meeting and its date at least ten (10) days prior to the meeting date.
2. Two-thirds (2/3) of the Board members may call a special meeting.

C. Annual Meeting

The annual meeting of the organization shall be held in last quarter of the fiscal year. The membership will be given at least thirty (30) days notice of the time and place of the meeting. The Treasurer shall provide the Board with the annual financial statement and the audit report.

D. Attendance of Board Meetings

If a Board member is unable to attend a Board meeting in person or through electronic means, the member must notify the Chair at least 3 days prior to the scheduled meeting.

E. Ad Hoc/Standing Committee Meetings

Ad Hoc/Standing Committee meetings shall be called by the committee chair five (5) days in advance.

F. Attendance of Ad Hoc/Standing Committee Meetings

If a member of an Ad Hoc or Standing Committee meeting is unable to attend a meeting

of his or her committee in person or through electronic means, the member must notify the Chair a number of days prior to the meeting, as decided upon by the Chair.

G. Quorum for Board and Executive Meetings

A quorum for the Board for the purpose of voting shall consist of fifty percent (50%) plus one (1) of the total number of voting directors. If a quorum is not present, the Officers may vote to poll the absentee members by mail, email, or by telephone.

A quorum for the Executive Committee for the purposes of voting shall consist of 100% of the Executive Committee members.

H. Voting

Voting is to be done in all meetings as called for.

1. Board meetings:

Each Board member shall be allowed a single vote. In the event of a tie, an Advisory Board member shall be polled by mail, email or telephone to cast the tie-breaking vote. This Advisory Board member shall be selected by a simple majority vote of the Board of Directors.

2. Executive Committee meetings:

Each Executive Committee member shall be allowed a single vote. In the event of a tie, an Advisory Board member shall be polled by mail, email or telephone to cast the tie-breaking vote. This Advisory Board member shall be selected by a simple majority vote of the Executive Committee.

3. Ad Hoc/Standing Committee meetings:

Each Ad Hoc/Standing committee member shall be allowed a single vote. The Chair of the committee shall decide what to do in the event of a tie.

ARTICLE VIII FINANCE

A. Fiscal Year

The fiscal year shall be from October 01 through September 30. All reports and activities shall be organized to comply with the fiscal year unless explicitly stated otherwise by the Board by a simple majority vote.

B. Expenditures

Expenditures shall be paid only by check or other written order from organization funds.

1. The organization shall provide appropriate liability insurance for Board members.
2. The Chair and Treasurer shall have signing authority for checks not to exceed an amount set by the Board by a simple majority vote.

C. Annual Audit

An annual audit of the organization will be conducted by an external accounting firm.

ARTICLE IX CONFLICT OF INTEREST

Board members who are aware of the potential for a conflict of interest or the appearance of a conflict of interest shall publicly declare such a conflict and the nature of the conflict before the discussion of the issue. Any member who declares a conflict of interest shall abstain from voting on the issue. For the purposes of this section, conflict of interest shall relate to any issue which may be to the benefit or detriment of members, any dealings with any organization which they represent or for which they are agents, any dealings with any organization of which they are members or with which they are otherwise affiliated, or any organization by which they are employed or by which they are otherwise compensated.

ARTICLE X AMENDMENTS

The bylaws of this organization may be amended by the Board at any special meeting called for such a purpose, or any regularly scheduled meeting, by a two-thirds majority vote of the Board members present. The proposed amendment should be distributed to Board members at least fifteen (15) days prior to voting.

ARTICLE XI INDEMNIFICATION

Any person, or his heirs, or personal representative who is made or threatened to be made a part to any threatened, pending or completed action or proceeding; whether civil, administrative, or investigative; because he, his testator, or his intestate is or was a director, officer, employee, or agent of the organization or serves or served any other organization or enterprise in any capacity at the request of the organization; shall be indemnified by the organization, and the organization may advance his related expenses, to the full extent permitted by law. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which the person, his heirs, or his personal representative may be entitled. The organization may, if possible, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying these persons. The insurance, if possible, may be for the benefit of all directors, officers, and employees.

ARTICLE XII

DISSOLUTION

The organization may be dissolved by a resolution approved by a two-thirds (2/3) vote of the Board of Directors. The text of the proposed dissolution shall provide for legally terminating the organization's existence and also shall specify the disposition of assets remaining at the time of dissolution.