

**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

## **BYLAWS**

### **ANTIGUA & BARBUDA STUDENT ASSOCIATION-USA INC. (ABSA-USA)**

#### **ARTICLE I**

##### **Section 1**

**Name:** The name of this organization shall be Antigua & Barbuda Student Association-USA Inc. (ABSA-USA).

#### **ARTICLE II**

##### **Section 1**

**Purpose:** The purpose of Antigua & Barbuda Student Association-USA Inc. (ABSA-USA) is to help Antiguan students in the United States achieve academic, professional, and communal success by creating a positive, supportive environment for their academic, professional, and social growth.

##### **Section 2**

**Mission:** This mission is executed through the following objectives:

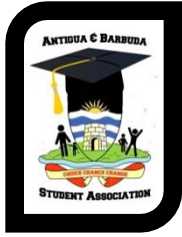
1. Aid Antiguan students in applying for, funding, and earning undergraduate and graduate degrees in the United States.
2. Provide professional development including mentorship.
3. Foster a spirit of service, to help others and their communities.

##### **Section 3**

**Goals:** The specific goals of Antigua & Barbuda Student Association-USA Inc. (ABSA-USA) are to:

1. Provide assistance with college applications.
2. Assist students in finding grants and scholarships.
3. Provide information on how to apply for a student visa.
4. Create the largest database of Antiguan undergraduate and graduate students in the United States.
5. Provide academic, social, and professional support to Antiguan students in the United States to aid them in earning their degrees and achieving their professional goals.
6. Provide mentorship to students while in school.
7. Provide safe environments for students during breaks and holidays.

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

8. Assist with internships and employment.
9. Organize fundraising activities to assist students with financial emergencies.
10. Foster a spirit of service for students to give back to others and their communities post-graduation.

### **ARTICLE III**

#### **Membership:**

All members of ABSA-USA are required to complete a membership application. Information from the application is maintained by the Secretary of ABSA-USA and will be used solely for member communication purposes.

#### **Section 1 Student Membership**

Student membership shall be open to all native or foreign born Antiguan currently accepted or enrolled in any accredited postsecondary institution in the United States committed to the following criteria:

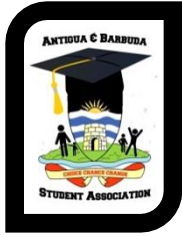
1. Complete and submit a membership application.
2. Commit to provide course grades at the end of each semester.
3. Maintenance of a minimum GPA of 3.00 by their second semester.
4. Attend tutoring sessions if GPA falls below 3.00.
5. Commit to serve as mentors to elementary through high school students.
6. Agree to participate in a minimum of four community or fundraising activities.

#### **Section 2 Non-voting membership**

General non-voting membership shall be open to anyone who is willing to commit to the following:

1. Serve as a mentor to a student.
2. Serve on a committee.
3. Participate in a minimum of four fundraising and/or other activities with students.
4. Complete a mentor application

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

#### **ARTICLE IV**

##### **Dues and Finance Section 1**

There are no permanent dues for student membership. However, the Executive Board reserves the option to establish membership dues in the future. Membership on the board members is set at \$125.00 annually. This fee is waived for the student representatives and Activities Coordinator.

##### **Section 2**

The fiscal year of this organization shall be July 1 through June 30.

#### **ARTICLE V**

##### **Officers and Elections Section 1**

###### **Officers:**

The initial officers of the organization will be selected and appointed by the name members on the certificate of incorporation. The officers of this organization shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, Public Relation Officer, Fundraising Coordinator, Student Representative, Student Advisors, Activities Coordinator and the Parliamentarian.

##### **Section 2 Election Process:**

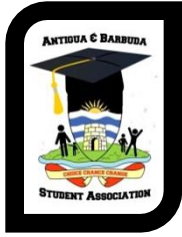
Initial officers shall serve for four years after which new officers of the organization will be elected in May prior to the end of the fiscal year at a general board meeting.

A simple majority vote shall be required for elections.

All candidates interested in running for an elected office must submit a short position statement describing their interest in and qualifications for such position to the Secretary of the ABSA-USA at least **2 months prior to elections** of the current election year.

Non-voting members can nominate themselves or someone for any office in the organization.

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

A member of the Advisory Board shall observe and announce the winners of the election.

**Section 3**

All election data collected will be maintained by the Secretary of ABSA-USA and will be open for review by the general membership of the organization. In the case when questions or concerns about the election results are posed by a member of ABSA-USA the Chairman of the organization will review the election data and then be responsible for responding to those concerns or questions.

**Section 4**

A joint transition meeting will be held in June of the current academic year for the outgoing and incoming Executive Board of ABSA-USA. Following that meeting, the incoming Executive Board will take the full roles of their respective elected offices.

**Section 5**

**Term of Office:**

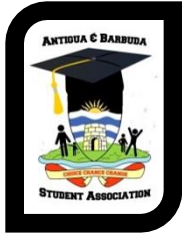
Officers shall be elected for four (4) years or until their successors are elected or appointed. Election or Appointment of an individual to any officer positions within ABSA-USA shall be in general limited to two full consecutive terms in the same position. This recommendation is intended to encourage the continuing infusion of new volunteers into the organization and to encourage office holders to give thought to planning for their successor. Appointment or nomination to a third or subsequent consecutive term should be limited to situations where such appointment or nomination is believed to be in the best interests of the Association.

**Section 6**

**Vacancy in Office:**

A vacancy in any office, other than that of President, shall be filled by appointment by the President with the approval of the Executive Committee. Should the office of President become vacant, the Vice President shall automatically become President.

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

## ARTICLE VI

### Duties of Officers

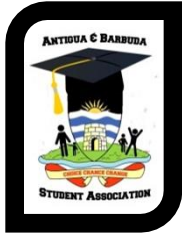
**GENERAL POWERS.** The business and affairs of the corporation shall be under the direction of, and the control and disposal of the corporation's properties and funds shall be vested in its Board of Directors, except as otherwise provided in the New York State Nonprofit Corporation Act, the corporations Articles of Incorporation or these Bylaws.

### Section 1

#### The Chairman shall:

- 1) The Chairman will be Chief Executive Officer of the Corporation and, subject to the direction and control of the Board of Directors, will have general and active management of the affairs of the Corporation.
- 2) The Chairman will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer or to the Executive Director.
- 3) The Chairman will from time to time report to the Board of Directors on all matters within his or her knowledge, which the interests of the Corporation may require to be brought to their notice.
- 4) The Chairman will execute all contracts for the Corporation.
- 5) The Chairman will perform other such duties as may be assigned from time to time by the Board of Directors.
- 6) Assist in the development of annual goals for the ABSA-USA and ensure, along with the Treasurer, that fiscal priorities reflect those objectives.
- 7) In conjunction with the ABSA-USA Treasurer, disburse funds approved by the Executive Board.

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

## **Section 2**

### **The Vice-Chair shall:**

- 1) The Vice Chairman will have all the powers and perform all the duties of the Chairman in the absence or incapacity of the President.
- 2) The Vice Chairman will perform such other duties as may be assigned from time to time by the Board of Directors.

## **Section 3**

### **Secretary:**

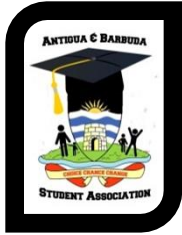
- 1) The Secretary will act as secretary of the Board of Directors.
- 2) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- 3) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- 4) The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

## **Section 4**

### **Treasurer:**

- 1) The Treasurer will keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and must deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in the bank or banks designated by the Board of Directors.
- 2) The Treasurer will dispose of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and must render to the President and the Board of Directors, whenever he or she may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.
- 3) The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

## **Section 5**

### **Public Relation Officer:**

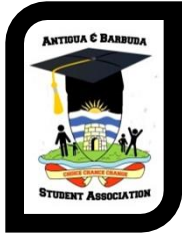
- 1) Maintain the ABSA-USA bulletin board.
- 2) Maintain the ABSA-USA webpage and social media pages.
- 3) Promote and publicize ABSA-USA events.
- 4) Notify ABSA-USA members of upcoming social events.
- 5) Coordinate the planning of ABSA-USA social events, including food, activities, etc.
- 6) Work with the treasurer to secure funding for ABSA-USA social events, when appropriate.

## **Section 6**

### **Fundraising Coordinator:**

- 1) Take initiative to build relationships with potential funders including individual community donors.
- 2) Generate new ideas and business opportunities to increase fundraising and fund development to meet and exceed revenue goals. Establish an ongoing fundraising program to support the work of ABSA-USA into the future.
- 3) Develop an annual fundraising plan and budget. Develop revenue and expense reports for all fundraiser events after the event is completed.
- 4) Take full responsibility to lead in initiating, planning, and implementing all necessary activities, in a timely manner, to ensure that program goals and objectives are accomplished.
- 5) Monitors program, tracks and documents of all necessary activities, and completes all reporting requirements.

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

- 6) Prepare grants/project proposals and progress reports as required by program contract and agreements.
- 7) Search and research potential donors and foundations to identify and evaluate potential funding sources.
- 8) Build and maintain profitable, long-term fundraising relationships with current donors and potential donors.

**Section 7**

**Student Representatives:** The board shall consist of at least 2 student representatives who shall:

- 1) Serve as a liaison between students and the organization.
- 2) Encourage student participation in the program.
- 3) Provide the organization with students' feedback about programs and activities.

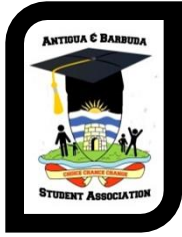
**Section 8**

**Student Advisors:**

- 1) Advisors will assist the students with college applications, Student visas and scholarship searches.
- 2) Advisors will assign students to mentors.
- 3) Advisors will assist students with finding tutors as needed.
- 4) Advisors will offer ideas for projects, internships and community events.
- 5) Advisors are responsible for collecting grades at the end of the semester.

*Make a **choice**, take a **chance**, and **change** your world.*





**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

**Section 9  
Activities Coordinator**

- 1) Create online programs to keep students engaged. This includes individual or team contests.
- 2) Organize events for students to interact with businesses and community leaders.
- 3) Organize social activities such as picnics, sporting activities, Broadway shows, etc.

**Section 10  
Parliamentarian:**

- 1) Advise the President of the orderly conduct of business in accordance with the Bylaws and Robert's Rules of Order Newly Revised.

**ARTICLE VII**

**Executive Committee  
Section 1**

The Officers of this organization shall constitute the Executive Committee.

**Section 2**

The Executive Committee shall:

1. Adopt policies of operation for the organization.
2. Approve committee appointments and the creation of new committees by the Chair.
3. Approve appointments by the Chair to fill vacancies in office.
4. Review all proposed amendments to the Bylaws.
5. Present to the general membership, with recommendations, proposed amendments to the bylaws, and
6. Perform such other duties as are prescribed by these Bylaws.

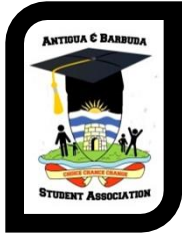
**Section 3  
Meetings:**

Meetings shall be called by the Chair, or upon the written request of three voting members of the Executive Committee.

**Section 4  
Quorum:**

The quorum for all business meetings shall be 5 members of the members of the Executive Committee.

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

## **ARTICLE VII**

### **CONFLICTS OF INTEREST**

***Section 1. Definition of Conflicts of Interest.***

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

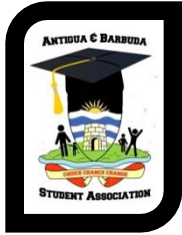
***Section 2. Disclosure of Conflicts of Interest.***

A director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article VIII was used.

***Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.***

A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts

*Make a **choice**, take a **chance**, and **change** your world.*



## **Antigua & Barbuda Student Association-USA Inc. 47-1460301**

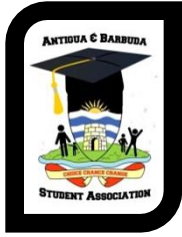
surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

### ***Section 4. Validity of Actions.***

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such director's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officer. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested director or officer should not be present at the meeting.

*Make a **choice**, take a **chance**, and **change** your world.*



**Antigua & Barbuda Student Association-USA Inc. 47-1460301**

## **ARTICLE VIII**

### **Parliamentary Procedure:**

The rules contained in Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with the rules of Miami Dade College, or these Bylaws.

## **ARTICLE IX**

### **Amendment**

Proposed amendments to these bylaws shall be submitted in writing. The proposed amendments shall be submitted for review to the Executive Committee, which will present the proposal along with its recommendation to the general membership. A two thirds vote of the general membership present shall be necessary for adoption of any bylaw amendment.

### **Section 1**

Any member of the ABSA-USA may request an amendment to the Bylaws of the ABSA-USA.

### **Section 2**

All requests for amendments to the Bylaws of the ABSA-USA must be made in writing to the Chairman of the ABSA-USA. Said requests will be announced to the general membership prior to the next Executive Board meeting. Following, the requested amendments will be presented during the next regularly scheduled Executive Board meeting.

### **Section 3**

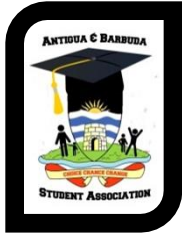
The Bylaws of the ABSA-USA shall be amendable by a majority vote of the Executive Board.

## **Article X**

### **Dissolution:**

The dissolution of the Antigua & Barbuda Student Association-USA Inc. (ABSA-USA) must consist of a unanimous agreement of all its officers together with a majority vote of current members at a meeting which has been publicized in advance to all members of the Chapter for the purpose of taking this vote.

*Make a **choice**, take a **chance**, and **change** your world.*



## **Antigua & Barbuda Student Association-USA Inc. 47-1460301**

Upon the dissolution of the organization, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

The by-laws of Antigua & Barbuda Student association-USA Inc. was unanimously approved and ratified by a majority of the board November 9<sup>th</sup>, 2014. On September 1<sup>st</sup>, 2015 said by-laws were revised to include language from the Internal Revenue Services pertaining to tax exempt organization.

*Make a **choice**, take a **chance**, and **change** your world.*