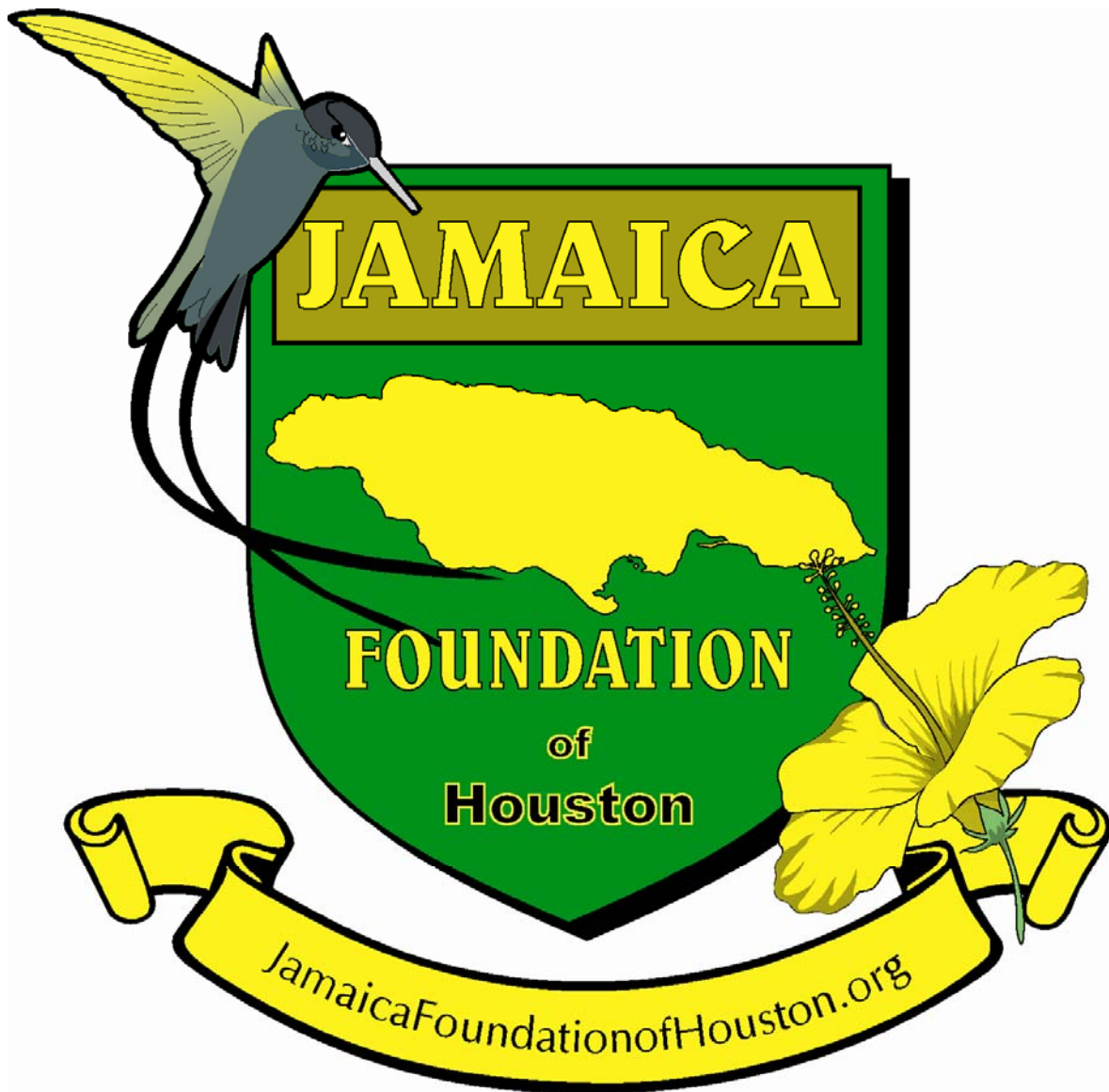


BY-LAWS
of
Jamaica Foundation of Houston



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Building A Spirit of Volunteerism

**BYLAWS OF
JAMAICA FOUNDATION OF HOUSTON
(A NON-PROFIT CORPORATION)**

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ARTICLE ONE - CORPORATE CHARTER AND OFFICES

1.01 CORPORATE CHARTER PROVISIONS

Each provision of the Corporation's Charter shall be observed until amended by Restated Articles or Articles of Amendment, filed with the Texas Secretary of State.

The organization shall be a non-profit, non-political organization.

1.02 OBJECTIVES

The purpose of the organization includes, but will not be limited to, the following:

- 1.02(a)** Promote social, cultural, educational, and recreational activities for its members and serve as a resource or educational group to promote greater knowledge and understanding of Jamaica, its people, and culture.
- 1.02(b)** Take appropriate actions in matters pertaining to the welfare of Jamaicans and Foundation members in the area.
- 1.02(c)** Facilitate two-way communications between members and governmental agencies.
- 1.02(d)** Provide a communications link between members and the community at large for individual development and the enhancement of the respect for Jamaicans in our communities.
- 1.02(e)** Act as a "Welcoming Committee" to Jamaicans relocating to the Greater Houston Area by providing information pertaining to real estate, medical, legal and social matters, etc.
- 1.02(f)** Assist the needy through donations and any other means that may be at the Foundation's disposal.
- 1.02(g)** Maintain and expand the scholarship fund to facilitate, assist and to encourage students to pursue higher education at any accredited university, college or institution of higher learning within the United States offering a Bachelor's degree, or higher.

1.03 REGISTERED OFFICE AND AGENT

The address of the Registered Office provided in the Articles of Incorporation, as duly filed with the Secretary of State for the State of Texas, is:

8606 Quail Vista Dr.
Missouri City, Texas 77489.

The name of the Registered Agent of the Corporation at such address, as set forth in its Articles of Incorporation, is: Edward C. Herron.

The registered agent or office may be changed by filing a Statement of Change of Registered Agent or Office or Both with the Texas Secretary of State, and not otherwise. Such filing shall be made promptly with each change. Arrangements for each change in registered agent or office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive registered agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

1.04 BUSINESS OFFICE

The address of the principal business office of the Corporation is:

8606 Quail Vista Dr.
Missouri City, Texas 77489.

The Corporation may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board of Directors may designate or the business of the Corporation may require.

1.05 AMENDMENT OF BYLAWS

The Board of Directors may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All such Bylaw changes shall take effect upon adoption by the Directors and shall be given in or before notice of the first Members' meeting following their adoption. Upon adoption, the Bylaws may not be altered, amended or repealed until at least 732 days have elapsed since the last change.

ARTICLE TWO – BOARD OF DIRECTORS AND DIRECTORS' MEETINGS

2.01 POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation, and these Bylaws.

2.02 NUMBER OF DIRECTORS

The minimum number of Directors of this Corporation shall be five, who are residents of Texas and Members of the Foundation. The minimum number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Any decrease in the total number of Directors shall not have the effect of reducing the total number of Directors below five, nor of shortening the tenure which any incumbent Director would otherwise enjoy.

2.03 TERM OF OFFICE

Directors shall be entitled to hold office until removed, or their successors are elected and qualified. The term of office for the slate of Directors elected in the 2006 Biennial Election shall be adjusted to ensure that all Directors will not leave office simultaneously.

Director positions shall be staggered to ensure stability and allow for the continuity of programs.

Directors shall have terms of two, three, or four years. The outgoing President and Vice President shall become members of the new Board and serve for a term not less than two years.

No two Directors shall have terms ending at the same time, or less than six months apart.

2.04 COMPENSATION

Directors as such shall not receive salaries for their services, but by resolution of the Board of Directors a fixed sum, plus expenses of attendance, if any, may be paid to Directors for attendance at each meeting of the Board. This policy does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for such additional service.

2.05 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify all officers, Directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

2.06 INSURING DIRECTORS, OFFICERS, AND EMPLOYEES

The Corporation may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Article 2.22A(R) of the Texas Non-Profit

Corporation Act, whether or not the Corporation has the power to indemnify that person against liability for any acts.

2.07 BOARD OF DIRECTORS

The Board of Directors shall meet at the direction of the President to discuss the business of the Foundation and bring their findings and suggestions to the Foundation in the form of recommendations to be acted upon by the Board.

2.07(a) APPOINTMENTS

The Board of Directors will recommend appointments of individuals and committees to the President.

2.07(b) MINUTES AND REPEAL

Minutes will be taken at all Board Meetings. A summary list of actions will be read to the general membership at the next regularly scheduled membership meeting. Any action of the Board can be repealed by a two-thirds affirmative vote of the voting members present at a regularly scheduled or a special meeting, provided at least 51% of all members in good standing are in attendance at the meeting and participate in the voting.

2.07(c) STANDING COMMITTEE MEMBERS

Chairpersons of the Standing Committees are invited to attend meetings of the Board of Directors, as required and to facilitate communications between the general membership and the Board.

2.07(d) ELECTED OFFICERS

The elected President and Vice President of the Foundation are executive members of the Board and will attend all Board meetings.

All other elected officers shall attend Board meetings at the call of the President. Only Board members are authorized to vote at Board meetings.

2.07(e) CONFIDENTIALITY

In order to protect the individual opinions and responses at Board meetings, detailed discussions of the Board should remain confidential. Board actions will be communicated to the general membership as stated in Section 2.07(b) above.

Any violation of this confidentiality provision shall subject the violator to a penalty assessed by the Board. The penalty up to and including expulsion from the Board shall be commensurate with the severity of the violation and shall be left solely to the judgment of the Board.

2.08 VACANCIES

Vacancies on the Board of Directors shall exist upon: (a) the failure of the Members to elect the full authorized number of Directors to be voted for at any Member's meeting at which any Director is to be elected; (b) a declaration of vacancy under Section 2.03(a) of these Bylaws; (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

2.08(a) DECLARATION OF A VACANCY

A majority of the Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a crime involving a felony, moral turpitude; or fails to accept the office of Director, either by a letter of acceptance or by attending a meeting of the Board of Directors within thirty (30) days of notice of election.

Any Director who fails to give at least a 48-hour notice of absence from a Board meeting or regular membership meeting for three consecutive times, or fails to attend meetings of the Board and of regular membership at least 70% of the time in any given year shall forfeit the position. The position will then be declared vacant.

2.08(b) FILLING VACANCIES BY DIRECTORS

Vacancies other than those caused by an increase in the number of Directors shall be temporarily filled by majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until a successor is elected at a Member's meeting. Vacancies reducing the number of Directors to less than five shall be filled before the transaction of any other business. A high priority shall be given to filling vacancies should the number fall below five.

2.08(c) FILLING VACANCIES BY MEMBERS

Any vacancy on the Board of Directors, including those caused by an increase in the number of Directors, shall be filled by a majority vote of the eligible Members at the next scheduled meeting, or at a special meeting called for that purpose. The Board of Directors shall present the recommended choice to the membership for the vote.

Upon the resignation of a Director tendered to take effect at a future time, the Board may select a successor to take office when the resignation becomes effective.

2.09 REMOVAL OF DIRECTORS

The entire Board of Directors or any individual Director may be removed from office by a two-thirds affirmative vote of the voting members present at a regular or special membership meeting called for that purpose. The vote will become effective only if at least 60% of all members in good standing are in attendance. If any or all Directors are

so removed, their replacements may be elected at the same meeting. Each Director so elected shall need two-thirds of the votes cast to be elected.

2.10 ACTION BY CONSENT OF BOARD WITHOUT MEETING

Any action required, or permitted to be taken by the Board of Directors may be taken without a meeting and shall have the same force and effect as a unanimous vote of Directors if all the Directors consent to the action in writing. Such consent may be given individually or collectively.

2.11 PLACE OF MEETINGS

Meetings of the Board of Directors shall be held at any place within or without the State of Texas as may be designated by the Board.

2.12 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held immediately before, or following each Members meeting, or at least quarterly, and at any other regularly repeating times as the Directors may designate.

2.13 SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if the President is absent, unable, or refuses to act, by the Vice President or any three Directors. Written notice of the special meeting, stating the time and place of the meeting, shall be postmarked ten (10) days before, personally delivered, or emailed, so that it may be received by each Director not later than two (2) days before the day appointed for the meeting. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Corporate Record Book a statement of the details of the notice given to each Director. If such statement should later not be found in the Corporate Record Book, due notice shall be presumed.

2.14 QUORUM

It shall be necessary that a majority of the authorized number of Directors be present throughout any Directors' meeting to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

2.15 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place are fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a

set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the Board.

2.16 CONDUCT OF MEETINGS

The President shall chair all meetings of the Board of Directors. In the President's absence, the Vice President or a Chairman chosen by a majority of the Directors present shall preside. The Secretary of the Corporation shall act as Secretary of the Board of Directors' meetings.

When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

2.17 ADVISORY BOARD

2.17(a) APPOINTMENT OF MEMBERS

The Board of Directors may appoint members to the Advisory Board upon recommendation by a Board Member or a member of the Jamaica Foundation in good standing. The Board of Directors, by a majority vote may appoint members of the Advisory Board.

2.17(b) DURATION OF APPOINTMENT

Advisory Board members may be appointed for one, two or three year terms.

2.17(c) CRITERIA FOR SELECTION

Any person who, in the opinion of the Board of Directors, has rendered distinguished service to the community, excelled in his chosen profession, or has been deemed to be a potential asset to the Foundation and its Mission may be voted a member of the Advisory Board.

Advisory Board members shall not be required to pay dues or other assessments.

2.17(d) MEMBERSHIP

The Advisory Board shall have at least five members and no two members shall have terms ending simultaneously. Each member of the Advisory Board shall relinquish the position at the end of the appointed term or when requested to do so by the Board of Directors. The Board may appoint one member to act as chair of the Advisory Board.

2.17(e) DUTIES

The Advisory Board and Advisory Board members will serve subject to the control of the Board of Directors. The Advisory Board or its members may not in any way enter into any obligation on behalf of the Foundation, its members, or its Board of Directors.

2.17(f) REMOVAL AND RESIGNATION

Any member of the Advisory Board may resign by filing a written notice of resignation with the secretary. Any member may be removed by a vote of the majority of the Directors at any meeting of the Board of Directors.

ARTICLE THREE - MEMBERSHIP AND MEMBERS' MEETINGS

3.01 ADMISSION OF MEMBERS

Members shall be admitted by the Board of Directors, after review of submitted applications and receipt of membership dues. An affirmative vote of the majority of the Directors voting shall be required for admission. The Directors shall set, and may alter, qualifications and classes of membership. Membership is not transferable or assignable.

3.01(a) VOTING MEMBERS

All Jamaicans by birth, naturalization or registration and their spouses, and all friends of Jamaica who agree to uphold and abide by the constitution and bylaws of this organization are eligible for membership. Applicants are required to complete the membership application form and pay membership fees.

3.02 ENDOWED MEMBERSHIP

Any member in good standing in the Foundation, whose dues are paid to date may purchase an endowed membership for the benefit of the Foundation and be relieved from the further payment of dues effective as of the date such payment is made.

Any individual, group or organization may purchase an endowed membership in honor or in memory of any member living or deceased who is, or was at the time of death a member in good standing. The Foundation may make such purchase available only after favorable vote at a regular meeting.

The purchase price for an endowed membership shall be, ten (10) times the annual dues, for family and single membership as applicable. There shall be no endowed student membership. At the discretion of the endower, an amount in excess of these values may be paid to the Foundation. The treasurer shall place all monies received from endowed membership into the Endowed Membership Fund in a trust established for this purpose. Such fund shall be invested and reinvested from time to time under the supervision of the Board, or an entity so designated by the Board. The income from such fund shall be to the benefit of the Jamaica Foundation of Houston and distributed annually to the general fund of the Foundation.

Endowed Memberships are not transferable with membership in other organizations and remain to the benefit of the Jamaica Foundation of Houston.

Holders of endowed membership certificates are subject to all of the provisions of the constitution and By-laws of the Foundation, and loss of membership due to suspension or expulsion shall automatically terminate such endowed membership and shall cause such holder to forfeit his/her endowed membership and any future claim to fees paid, or revenues earned from such endowed membership.

Upon the death of a holder of an endowed membership, the Foundation shall continue to benefit from, and receive all income generated from the endowed membership.

3.03 VOTING RIGHTS

Members of any class, or classes, entitled to vote shall have one vote on each matter submitted to a vote of the Members.

Voting shall be done by a show of hands or written ballot, depending on the preference of a majority of members that are present, or previously established guidelines determined by the Board. Any eligible member who has paid the dues in full may vote. Only members as defined in the Constitution and these By-laws shall be eligible to vote.

3.04 TERMINATION OF MEMBERSHIP

The Board of Directors, by two-thirds affirmative vote, may suspend or expel a Member for cause after notice and hearing, and may, by a majority vote, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues for the period fixed by the Directors.

Any current member convicted by any Federal, State, County, or Municipal Court (with the exception of traffic or minor misdemeanor charges) will be reviewed before a disciplinary committee and may be removed from the rolls of the Foundation. The person may appeal in writing or in person at the next scheduled Board Meeting.

3.05 REINSTATEMENT

Upon written request signed by a suspended Member and filed with the Secretary, the Board of Directors may, by two-thirds affirmative vote, reinstate a suspended Member, subject to such terms as the Board of Directors may deem appropriate.

3.06 MEMBERSHIP MEETINGS

Membership meetings shall be held at least quarterly and otherwise at the call of the President as directed by the Board and pursuant to not less than three days notice as to date, time, place, and purpose.

3.06(a) BIENNIAL ELECTION MEETINGS

The time, place, and date of the biennial election meeting of the Members of the Corporation, for the purpose of electing Officers and for the transaction of any other business as may come before the meeting, shall be set by a majority vote of the Board of Directors. If the day fixed for the biennial election meeting is a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day.

3.07 ACTION WITHOUT MEETING

Any action that may be taken at a meeting of the Members under any provision of the Texas Non-Profit Corporation Act may be taken without a meeting, if authorized by a consent or waiver signed by all of the persons who would be entitled to vote on that action at a meeting and filed with the Secretary of the Corporation. Each such signed consent, or a true copy thereof, shall be placed in the Corporate Record Book.

3.08 PLACE OF MEETINGS

Members' meetings shall be held at any place within the State of Texas, or outside the State of Texas as may be designated by the written consent of all persons entitled to vote at a Members' meeting. Any meeting is valid wherever held, if written consent to the meeting is given by all entitled to vote at the meeting.

3.09 TELEPHONE MEETINGS

Subject to the notice provisions required by these By-laws and by the Texas Non-Profit Corporation Act, Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.10 FAILURE TO HOLD BIENNIAL MEETING

If, within any twenty five (25) month period, biennial Election Meeting is not held, any Member may demand, by registered mail to the President or any member of the Board of Directors, that the meeting be held within a reasonable time. If the meeting is not held within sixty (60) days of the demand, any Member may compel the meeting by legal action against the Board of Directors.

3.11 CONDUCT OF MEETINGS

Members' meetings shall be chaired by the President, or, in the President's absence, the Vice President, or any other person chosen by a majority of the Members and entitled to vote. The Secretary of the Corporation, or, in the Secretary's absence, an Assistant Secretary, shall act as Secretary of the Members' meetings. In the absence of the Secretary or Assistant Secretary, the Chairman of the meeting shall appoint another person to act as Secretary of the meeting.

3.12 NOTICE OF MEETINGS

The officer or persons giving notice of a Members' meeting shall deliver written notice to each Director and to each Member entitled to vote at the meeting at least three (3) but not more than thirty (30) days before the date of the meeting. Such notice shall state the place, day, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called. The notice may be given personally, by mail, or by electronic means. The notice shall be addressed to each recipient at such address as appears in the Corporation's records or as the recipient has given to the Corporation for the purpose of notice. Meetings provided for in these Bylaws shall not be invalid for lack of

notice if all persons entitled to the meeting notice consent to the meeting in writing or are present at the meeting and do not object to the notice given. Consent may be given either before or after the meeting. Notice of the reconvening of an adjourned meeting is not necessary unless the meeting is adjourned more than thirty (30) days past the date stated in the notice, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

3.13 SPECIAL MEETINGS

A special Members' meeting may be called at any time by the President, the Board of Directors, or one or more Members holding one-fifth or more of all the votes entitled to vote at the meeting. Such meeting may be called for any purpose. The party calling the meeting may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall cause notice of the meeting to be sent to all the Members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after receipt of the written request, the person or persons calling the meeting may fix the time of the meeting and give the notice. The notice shall be sent pursuant to Section 3.12 of these Bylaws. The notice of a special Members' meeting must state the purpose or purposes of the meeting and, absent consent of every Member to the specific action taken, shall be limited to purposes plainly stated in the notice, notwithstanding other provisions herein.

3.14 ELECTIONS

A nominating committee consisting of not less than three persons selected by the President and approved by the Board, shall present a slate of Officers (one for each office), at the regular biennial meeting. Additional nominations may be made from the floor.

Not more than one member of any family may serve on the Board of Directors, or as an elected Officer.

All Officers of this Foundation shall be elected at the regular biennial meeting, and installed in the month following the election. These Officers shall hold office for two years or until successors are elected and installed.

Officers shall be elected by a majority of all votes cast.

Vacancies in Office shall be filled by special election and Officers elected shall be installed and assume Office after election to complete the term.

3.14(a) REMOVAL/RESIGNATION FROM OFFICE

Any officer may be removed, by vote of a majority of the Directors at any meeting of the Board, or, by any committee, or officer, upon whom that power of removal may be conferred by the Board except in case of an officer chosen by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect upon receipt or

at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Officer who fails to pay dues for three months, ceases to reside in the area, or does not properly meet the requirements of his office, may be replaced by a majority vote of Directors.

Any officer absent from meetings without reasonable cause for more than three consecutive times may be removed from office by a majority vote of the Directors present at the next Director's meeting of the Foundation.

If the office of President is vacated for any reason, the Vice President will assume the position of President. Nominations for the vacated position will be made at the next regularly scheduled meeting, or a special meeting called for that purpose and elected by a majority vote of the members present.

3.14(b) ADMINISTRATIVE/LEGAL ACTIONS

The Board of Directors may initiate legal proceedings against anyone, group or organization, guilty of slander or malicious and destructive acts against the organization and its members, or guilty of any criminal wrong doing, providing such action is in the best interest of the Foundation. All matters will be tabled before the Board at which time an investigative committee of three (3) persons will be asked to investigate and report within a reasonable time frame. Upon receipt of the report, a final determination of the type(s) of administrative and legal action will be made.

3.15 QUORUM

3.15(a) QUORUM OF MEMBERS

Five (5) percent of MEMBERS shall constitute a quorum for the transaction of business at a regular meeting and 15 percent shall constitute a quorum at a special meeting.

If a quorum is present, every act done or resolution passed by a majority of the Members present shall be the act of the Members.

3.15(b) ADJOURNMENT FOR LACK OF QUORUM

No business may be transacted in the absence of a quorum, or upon the withdrawal of enough Members to leave less than a quorum, other than to adjourn the meeting from time to time by the vote of a majority of the votes represented at the meeting.

3.16 VOTING BY VOICE OR BALLOT

Elections for Directors need not be by ballot unless a Member demands election by ballot before the voting begins.

3.17 PROXIES

There shall be no proxy voting.

3.18 VOTING BY MAIL

There shall generally be no voting by mail; however, the Board may authorize mail ballots on special issues.

ARTICLE FOUR - OFFICERS

4.01 TITLE AND APPOINTMENT

The elected officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as the Board may designate that are members of the Foundation. All officers shall be elected by the membership and hold office at the pleasure of the Board of Directors, which shall fix the compensation and tenure, not to exceed four (4) years, of all officers. The Board of Directors may delegate this power to appoint officers to any office or committee, and such office or committee shall have full authority over the officers they appoint, subject to the power of the Board as a whole. Election or appointment of an officer shall not of itself create contract rights.

Membership in the Foundation, in good standing of at least 185 days is required for nomination and election as an officer, except for the position of President and Vice President. In order to be elected as President and Vice President of the Foundation, membership in the Foundation, in good standing of at least 220 days is required. In addition, the person shall have served on a standing committee for at least 180 consecutive days prior to the election.

The affairs of the Foundation, except as otherwise provided herein, shall be in general charge of and administered by the Board of Directors. The president shall be Chairman of the Board and meetings are by call of the President on behalf of the Board.

The Board of Directors shall control all savings and checking accounts. Withdrawals shall require approval by two or more signatures of Officers elected to so act, one of these being Treasurer. Checks should be counter signed with two signatures by officers or directors with bank signature authority. One of the Officers with signature authority is the Treasurer.

The President and Vice President of the Foundation shall be Jamaicans, native born, or naturalized

4.02 VACANCIES

In the event that a vacancy occurs in any office of the Corporation, the Board of Directors may elect an acting successor to hold office for the un-expired term or until a permanent successor is elected.

4.03 COMPENSATION

The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that the officer is also a Member or a Director of the Corporation, or both.

4.04 DUTIES OF OFFICERS

4.04 (a) PRESIDENT

The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of the business and officers of the Corporation; shall have the general powers and duties of management usually vested in the office of the President of a corporation; shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws; and shall be ex officio a member of all committees, except the nominating in which he takes no part. In addition, the President shall preside at all meetings of the Members and Board of Directors.

The President shall direct all necessary transactions and overall monitoring of the Annual Plans. The President shall sign all leases, mortgages, deeds and other written instruments and co-sign all promissory notes. The President may appoint a Parliamentarian to rule on points of order if he so desires. ***The President or other presiding officer shall not vote except for a voting deadlock.*** Upon recommendation of the Board, the President will appoint the committee chairpersons. Special emergency actions may be taken by the President, in accordance with need, interest and particular issues that are important to the Foundation, providing a speedy decision is needed. All actions taken should be reported to the Board.

4.04 (e) VICE PRESIDENT

The Vice President shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, the Board of Directors, or the President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, pending action by the Board. While so acting, the Vice President shall have the powers of, and be subject to all the restrictions on the President.

The Vice President shall preside at the meetings in the absence of the President and shall be ready to assist the President at any time, for duties assigned by the President. In addition he/she will be made responsible for a specific task, assigned by the President or the Board, which has clear objectives and timetable for accomplishment.

4.04 (c) SECRETARY

The Secretary shall:

- i. See that all notices are duly given as required by law, the Articles of Incorporation, or these Bylaws. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the President, Vice President, or Board of Directors.
- ii. Be custodian of the minutes of the Corporation's meetings, its Corporate Record Book, its other records, and any seal that it may adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to be executed under seal in accordance with these Bylaws.
- iii. Maintain, in the Corporate Record Book, a record of all Members of the Corporation, together with their current mailing addresses as made available by the chairperson of the membership committee.
- iv. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by these Bylaws generally, by the President, by the Board of Directors, or by law.
- v. Shall keep an accurate record of all proceedings of the Board and Membership.
- vi. The Secretary shall read the minutes of prior membership meetings, and a summary list of actions taken by the Board at all membership meetings. The Secretary shall also read the minutes of prior Board Meetings at each Board Meeting.
- vii. The Secretary shall attend to all correspondence, act as custodian of all current Foundation records, files, attendance records and serve notice of meetings of the Board and of the Membership in collaboration with the Membership Committee. Said officer shall have charge of all records except current financial.

4.04 (d) TREASURER

The Treasurer shall:

- i. Have charge and custody of, and be responsible for all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in those banks, trust companies, or other depositories as the Board of Directors select.
- ii. Receive, and give receipt for monies due and payable to the Corporation.

- iii. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements.
- iv. *The Treasurer shall be someone who is "bondable".* If required by the Board of Directors or the President, give to the Corporation a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Corporation of all corporate books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement, or removal from office. Any such bond shall be in a sum satisfactory to the Board of Directors, with one or more individual securities or with a surety company satisfactory to the Board of Directors. In general, perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Six of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.
- v. Shall keep a faithful and up-to-date record of all monies received and disbursed and report same to each regular meet?
- vi. Shall be prepared to give a detailed report at any time to the Board of Directors of the Foundation.
- vii. Shall submit the financial records of the Foundation to the Board of Directors one month before the term of his office expires.
- viii. Shall cooperate with the Audit Committee and request an audit before turning the books over to the new Treasurer.
- ix. Shall bring the checkbook to each regular meeting and secure the necessary signatures and complete checks for each expenditure authorized at a regular meeting.
- x. The Treasurer shall propose a balanced budget to the Board reflecting contemplated income and disbursements for the ensuing year.
- xi. In the absence of the President and the Vice President, the Treasurer will preside over the proceedings of Board and Membership meetings.
- xii. The Treasurer shall be a member of the Finance and Planning Committee.

4.04 (e) ASSISTANT SECRETARY AND ASSISTANT TREASURER

The Board shall have the option of appointing an Assistant Secretary and Assistant Treasurer. The Assistant Secretary and Assistant Treasurer shall have such powers and perform such duties as the Secretary or Treasurer, respectively, or as the President or Board of Directors may prescribe. In the absence of the Secretary or Treasurer, the Assistant Secretary or Assistant Treasurer, respectively, may perform all the functions of the Secretary or Treasurer.

4.05 COMMITTEES AND COMMITTEE DUTIES

4.05(a) COMMITTEES

There shall be a minimum of four (4) appointed Standing Committees: namely, Membership and Benefits, Publicity and Publications, Finance and Planning, and Entertainment.

These committees, and any other that may be deemed necessary, shall be appointed by the Board of Directors.

All members of Standing Committees shall relinquish their positions at the time of the biennial election, so that the elected Officers may have the option of choosing new Chairpersons.

4.05(b) NOMINATING COMMITTEE

A nominating committee consisting of at least three members, as covered in Article 3.14, shall be approved at least 45 days prior to the biennial election meeting. Not more than one member of this committee may be an officer. The Board will appoint one of the members to be Chief of the nominating committee. Any officer sitting on the committee will not be given that responsibility.

The President is an ex-Officio member of all committees except the Nominating Committee in which he takes no part.

The Nominating Committee shall present at the regular biennial meeting a slate of officers, one for each office and shall then be dissolved.

The Committee's activities shall be coordinated with those of all other committees.

4.05(c) MEMBERSHIP AND BENEFITS COMMITTEE

The Membership and Benefits Committees shall work to enroll all eligible Jamaicans, non-Jamaicans and trade area merchants by periodic membership drives. They shall greet the visitors and new members at each membership meeting and devise methods of increasing membership. They shall prepare and issue membership cards and maintain an accurate and up-to-date roll of the members, together with their current mailing addresses and telephone numbers. The Chairperson will ensure that registration fees and dues of new members are given to the Treasurer and furnish an up-to-date list of members' names, addresses and telephone number to the Secretary. All unused membership cards and application forms shall be returned to the Foundation at the end of the term. Every attempt will be made to solicit additional benefits from appropriate agencies.

4.05(d) PUBLICITY AND PUBLICATIONS COMMITTEE

The Publicity Committee will act to provide a communications link between members in the form of a Newsletter, publicize the Foundation's activities by way of fliers, newspapers and the electronic media. The Committee will also solicit advertisements for the Foundation's publications. Newsletters shall be published quarterly, but earlier publications may be made as deemed necessary.

4.05(e) ENTERTAINMENT COMMITTEE

The Entertainment Committee shall be responsible for planning and executing with the approval of the Board, social, cultural, educational, creative and special events.

4.05(f) FINANCE AND PLANNING COMMITTEE

The Finance and Planning Committee shall present an annual plan at the next scheduled General Meeting following installation of officers and committee chairpersons. This committee is responsible for the approval of any plans submitted by any other committee with regard to disbursement of money.

The committee shall meet and coordinate with other committees in the development and execution of means of obtaining operating revenue for the Foundation. The committee shall be responsible for the control of tickets and collection of all funds.

4.05(g) SCHOLARSHIP COMMITTEE

The Scholarship Committee shall be responsible for developing criteria for selecting scholarship winners, identifying eligible candidates, publicizing the scholarship program and recommending suitable candidates for awarding scholarships from the Foundation. The Board of Directors will approve the selection criteria and will have final approval on scholarships and awards. The scholarship committee is responsible for planning events to raise funds for scholarship.

4.05(h) COMMITTEE CHAIRPERSONS

Chairpersons of the Committees shall appoint at least three (3) members to their Standing Committee, but not more than ten (10).

Chairpersons shall give at least three days prior notice to their Committee members for any meeting of their respective committees.

Chairpersons of each Standing Committee shall submit written reports and recommendations for the approval of their committee's activities at all Board Meetings.

Any chairperson of a committee can be removed by a majority vote of the Board for failure to carry out the duties for which he or she was appointed. The Board should nominate and appoint a replacement chairperson at the meeting.

ARTICLE FIVE – AUTHORITY TO EXECUTE INSTRUMENTS

5.01 NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it liable pecuniarily for any purpose or in any amount.

5.02 FINANCES

The Treasurer, with the approval of the President, shall pay such bills as hall rent, secretarial supplies, printing and delivery of notices, mailing costs, and other small bills pursuant to the business of the Foundation.

All expenditures shall be in accordance with authorization by the Board, including a duly adopted budget. Expenditures in any fiscal year shall not exceed collections in that year, except by vote at a membership meeting with due notice of intent to submit that issue to vote.

Funds for organizational purposes may be raised by dues; through fundraising projects, by contributions and interest on deposit accounts. Funds in excess of those needed for conduct of current affairs shall be deposited at interest.

All expenditures and receipts will be made ready by the Treasurer as he makes his report at the regular meeting.

All checks shall be signed by the Treasurer and the President, but in the absence of either, the Vice President, or other approved signatory shall sign for the absent Officer.

5.03 EXECUTION OF CERTAIN INSTRUMENTS

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Corporation, other corporate documents, and certificates of ownership of liquid assets held by the Corporation shall be signed or endorsed by the President or Vice President and by the Secretary or the Treasurer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

ARTICLE SIX – CORPORATE RECORDS AND ADMINISTRATION

6.01 MINUTES OF CORPORATE MEETINGS

The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, a Corporate Record Book containing minutes of all meetings of the Corporation's Members, Directors, and committees. The minutes shall show the time and place of each meeting, whether the meeting was regular or special, a copy of the notice given or written waiver thereof, and, if it is a special meeting, how the meeting was authorized. The minutes of all meetings shall further show the proceedings and the names of those present. Minutes of Member meetings shall also show the number of votes present or represented.

6.02 BOOKS OF ACCOUNT AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be kept at its principal office for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours of the Corporation. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

6.03 MEMBERSHIP REGISTER

The Corporation shall keep, at the principal office, a membership register showing the names of the Members, their addresses, the date they became a Member, and the date any former Member's membership terminated. The above-specified information may be kept on an information storage device, such as electronic data processing equipment, provided that the equipment is capable of reproducing the information in clearly legible form for the purposes of inspection by any Member, Director, officer, or agent of the Corporation during regular business hours.

6.04 CORPORATE SEAL

The Board of Directors may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board of Directors may direct.

6.05 FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors and approved by the Internal Revenue Service. The Treasurer shall forthwith arrange a consultation with the Corporation's tax advisers to determine whether the Corporation is to have a fiscal year other than the calendar year. If so, the Treasurer shall file an election

with the Internal Revenue Service as early as possible, and all correspondence with the IRS, including the application for the Corporation's Employer Identification Number, shall reflect such non-calendar year election.

6.06 MANAGEMENT OF FUNDS

All institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act. (Texas Property Code Sections 163.001 et seq.)

6.07 LOANS TO OFFICERS AND DIRECTORS

The Corporation shall not loan money to any of its Directors. Loans to officers may be made if the loans can reasonably be expected to benefit the Corporation, directly or indirectly, and are made to finance the officer's principal residence or do not exceed 50% of the officer's annual salary (100% if the loan is to be made during the officer's first year of employment).

6.08 WAIVER OF NOTICE AND CONSENT TO ACTION

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, or are present and do not object to the notice given. Waiver or consent may be given either before or after the meeting.

Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE SEVEN—DUES

7.01 ANNUAL DUES

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Corporation by each class of Members.

7.02 PAYMENT OF DUES

Dues shall be payable in advance on the date specified by the Board of Directors. Dues of a new Member may be prorated from the first day of the month in which such new Member is elected to membership, for the remainder of the fiscal year of the Corporation.

7.03 DEFAULT AND TERMINATION OF MEMBERSHIP

When any Member shall be in default in the payment of dues, as determined by the Board of Directors, his or her membership may be terminated by the Board of Directors in the manner provided in Article 3.04 of these Bylaws.

ARTICLE EIGHT—CONFLICT OF INTEREST

No contract or other transaction shall be permitted between the Corporation and its Directors, Officers, or Committee members if such contract or other transaction could constitute an act of self-dealing or otherwise contravene any of the requirements of the Articles of Incorporation.

Any contract or other transaction between the Corporation and one or more of its Directors, Officers, or Committee members or any other corporation, firm, association or entity in which one or more Directors, Officers, or Committee members are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, unless the Board of Directors by a majority vote determines:

- a. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors; and
- b. The fact of such relationship or interest is disclosed or known to the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any interested members of the Board of Directors.

Common or interested Directors, Officers, or Committee Members may be counted in determining the presence of a quorum at a meeting of the Board of Directors which participates in any matter in which any such common or interested Director or Officer is engaged.

ARTICLE NINE--ADOPTION OF REVISED BYLAWS

The foregoing Bylaws were adopted by the Board of Directors on December 13, 2007

- A. Andrew Adams.....
- Sewitte B. Hinckson.....
- Maxine Dennis.....
- Edward C. Herron.....
- Noel Clarke.....
- Ina Foster.....
- Errol Anthony Wilks.....

Corporate Seal