

**BYLAWS
OF
CALABAR HIGH SCHOOL ALUMNI ASSOCIATION FLORIDA CHAPTER INC.**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Association Act of Florida and the Articles of Incorporation of Calabar High School Alumni Association Florida Chapter Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Association Act of Florida, said Non-Profit Association Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Association shall be known as Calabar High School Alumni Association Florida Chapter Inc. and shall herein be referred to as the "Association." The Organization is also to be known by its abbreviated name, Calabar Alumni Florida.

ARTICLE 2 – PURPOSE

The general purposes for which this Association has been established are as follows:
The Non-Profit Association is formed is set forth in the attached Articles of Incorporation (Filed January 3, 2007 with the State of Florida and attached hereto as Exhibit A). Which includes the following from Article III (d), **"...the Association is to organize among the Alumni and other interested parties or Corporations for the sole purpose of promoting, conducting, running, and otherwise participating in Alumni activities for the benefit of Calabar High School."**

The Corporation/Association is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively the **mission of the Association** which is to ***"promote the welfare of Calabar High School (located at 61 Red Hills Road, Kingston, Jamaica) by the establishment of a mutually beneficial relationship between Calabar and its alumni in Florida."***

In addition, this Association has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. Including the establishment of Statements and Goals approved by the Board of Directors that are in

alignment with its purpose and mission. However, the Association shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Association shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Florida and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Association participate in any activities which have not been permitted to be carried out by an Association exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 – OFFICES

The principal office of the Association shall be either the address of the President or the Secretary. A separate mailing address, such as a post office box can also be established.

The Association may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Association may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Association are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – MEMBERSHIP

Active membership of the Association shall be anyone who qualifies under one or more of the following Member Types. The person need not be a resident of the State of Florida.

Alumni Members

All persons who are former students of Calabar High School. To be a former student the person shall have attended Calabar High School as a registered student for at least one full day of school. The person shall no longer be attending high school. The person need not be a resident of the State of Florida. The Alumni Member Type has the right to vote on all items as specified by the Bylaws of this Association.

Associate Members

Persons that are related to, or the spouse of, or associated with Alumni Members. E.g. Parents, wife, siblings or friends. Associate Members do not have the right to vote on items related to the Bylaws of this Association.

Honorary Members

Persons that may be elected from time to time by the unanimous vote of the Board of Directors. Honorary Members do not have the right to vote on items related to the Bylaws of this Association.

Membership Benefit Levels

The Executive Committee may establish several *membership levels* for the purposes of membership dues/donations with accompanying privileges for which the above **Member Types** may be eligible.

Discipline

If any member shall be guilty of any unbecoming or improper conduct whether in relation to the activities of the Association or otherwise, the Board of Directors may, if it thinks fit on the written report of any one or more of the members of the Board of Directors, or any three or more members of the Association, make full inquiry, and may in its discretion, if the member is adjudged to be guilty of unbecoming or improper conduct, suspend or remove from the roll of members the name of the member so found, provided that the Secretary shall give to each member of the Board and the member concerned ten days' notice in writing of the proposed action and of the meeting of the Executive Committee at which such proposed action will be considered and dealt with. The member concerned shall have the option of appearing and being heard at such a meeting of the Executive Committee.

ARTICLE 6 – DUES

Amount

The amount of membership dues shall be determined by the Executive Committee of the Board of Directors.

ARTICLE 7 – OFFICERS

Officers and Duties

The Officers of the Association as defined in Articles of Incorporation are President, Vice President, Secretary and Treasurer or as amended by Board resolution. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of

Incorporation, or by these bylaws. The officers will be elected as set forth as prescribed by these bylaws. Any person who is an Alumni Member type is eligible to serve as an Officer.

President

It shall be the responsibility of the President of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The President of the Board is authorized to execute, in the name of the Association, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Association.

If other members of the Executive Committee cannot be contacted, the President shall be allowed to independently authorize nominal expenditures of Association funds, only on an emergency basis and required for the upkeep of the Association, but in no instance shall this amount exceed \$100. The President shall notify the Board of any such expenditures in writing or at the next subsequent meeting of the Board or the Executive Committee.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary shall be the custodian of all records and documents of the Association, which are required to be kept at the principal office of the Association or electronically in software owned or leased by the Association, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. He shall attend to the giving and serving of all notices of the Association and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by a majority vote of the Executive Committee of the

Board of Directors, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Association.

If other members of the Executive Committee cannot be contacted, the Treasurer shall be allowed to independently authorize nominal expenditures of Association funds, only on an emergency basis and required for the upkeep of the Association, but in no instance shall this amount exceed \$100. The Treasurer shall notify the Board of any such expenditures in writing or at the next subsequent meeting of the Board or the Executive Committee.

Expenditure of Association Funds

The expenditure of Association funds, except as noted above, required a majority approval of the Executive Committee. If there is a tie, the President shall break the tie. Expenditure of funds exceeding \$1,000 shall be approved by a two-thirds majority of the entire sitting Board of Directors.

Limitations and Term of Office

Officers will serve a term of two (2) years or until successors are elected. Each person elected as an officer shall hold only one office at a time.

Vacancies

If there is a vacancy in the office of President because of death, resignation, disqualification, removal, or for any other cause the Vice President will automatically become the President. If there is a vacancy of any other Officer, the President may appoint a replacement pro-tempore and the position will be filled permanently by election according to the rules set forth in the bylaws.

Removal from Office

Executive Officers may be removed from office with or without cause by a two-thirds vote of the entire Board of Directors at a regular or special meeting of the Council where thirty (30) days previous notice has been given.

ARTICLE 8 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Association shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit Association organized under the Non-Profit Corporation Act of Florida. The Board shall establish policies and directives governing business and programs of the Association. The Board includes the Executive Committee made up of the Executive Officers established in the Articles of Incorporation: President, Vice-President, Secretary and Treasurer. The Executive Committee is subject to the provisions of these Bylaws, shall have the authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board of Directors shall have up to eleven (11) members, but no fewer than seven (7) Board members. The Board shall consist of the four executive officers and at least three (3) Decade Directors. Decade Directors represent the graduating classes in the decades. Decade Directors positions shall be retired or created with an affirmation majority approval of the Board. All Board members shall be of the Alumni Member type.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses on Association business and must have prior approval of the Executive Committee.

Board Elections

The Nomination Committee, if created, shall present nomination for new and renewing Board members during the month of September, every other year. Recommendations from the Nominations Committee shall be made known to the Board in writing before nominations are made and voted on. All members of the Board, except for the Immediate Past President, shall be elected by majority vote by the registered Alumni Members of the Association. If no person is elected for a Board position as a result of the election process, the position shall be filled by appointment by the President but shall be approved by a two-thirds majority of those Board members at a Board meeting at which a quorum is present. If no Nominations Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

Term of Board

All appointments to the Board shall be for a term of two (2) years. No person shall serve more than 3 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than 6 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 2 years have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- The death, resignation, or removal of any executive officer or director;
- The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Association Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors.
- An increase in the authorized number of directors; or
- The failure of the directors, at any annual or other meeting of directors at which

director(s) are to be elected, to elect the full authorized number of directors.

Any vacancy on the Board, unless otherwise specified herein, may be filled by a majority vote of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative of a two-thirds majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the President and approved by the Board. Board meetings shall be held no less than monthly. The President may call a special meeting of the Board with two (2) days' written notice to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email or electronic text. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Association to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed or electronic text no later than 7 days prior to the next upcoming Board meeting. The Board shall approval the minutes at its subsequent Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by two thirds of the Board members but all members of the executive committee. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Association and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all

purposes.

In addition, electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of three (3) persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he is present via telephone or web conferencing with the other Board members participating in the meeting.

A quorum shall be constituted by the members attending the meeting in person or attending by teleconference, videoconference or a similar manner that permits interaction during the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from three (3) consecutive regular Board meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his commitment to the Association. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the President to have resigned from the Board.

ARTICLE 9 – ASSOCIATION MEMBERSHIP MEETINGS

Meetings of the General Membership of the Association

The Association will hold its annual meeting at such time and location as determined by the Executive Committee and announced by electronic communication at least one (1) month prior to the meeting. For any meeting of the Association a quorum shall be constituted by the members attending the meeting in person or attending via teleconference or similar manner that permits interaction during the meeting.

ARTICLE 10 – COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) member of the Board of Director and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- i. Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- ii. Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- iii. Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- iv. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- v. Appoint any other committees of the Board of Directors or their members.
- vi. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Association otherwise than in the usual and regular course of its business; or revoke any such plan.
- vii. Approve any self-dealing transaction, except as provided pursuant to law.
- viii. Unless otherwise authorized by the Board of Directors, no committee shall compel the Association in a contract or agreement or expend Association funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 10 - Committees of these Bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors

and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Association records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

Nominating Committee

The President, with the approval of the Executive Committee (Board of Directors), shall appoint a nominating committee. Ideally, this shall be a standing committee, but can be convened no later than 30 days before the end of an election period. The nominating committee shall present to a meeting of the Association called for that purpose a list of nominations for the positions of president, vice president, secretary, treasurer, and any additional members of the Board of Directors. The nomination committee shall also ensure the voting process and certify the results. Nothing in the Bylaws shall prevent the nomination of members for any or all of these positions when properly made from the floor.

Audit Committee

The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be composed of one or more persons including persons other than directors of the Association.

Membership Committee

The Board, at its sole discretion, may create a Membership Committee. If created, shall be responsible for the health and functioning membership. It shall be in charge of recruiting new members and promoting alumni engagement.

Other Committees

The Board, at its sole discretion, may from time to time create other committee as needed to achieve the mission of the Association.

ARTICLE 11 - AMENDMENTS TO THE BYLAWS

The Bylaws of the Association may be amended at any meeting of the Association by two-thirds vote of those present at the meeting or voted by electronic means. The proposed amendments shall have been sent in writing or electronically to the members at least 30 days prior to the meeting where the amendment will be considered. Amendments may be proposed by a special committee of the Board, by the Board or by petition of 51% of the voting members of the Association. Amendments proposed by a special committee of the Board or by the Board must be approved by a two-thirds vote of the Board before being presented to the Association membership.

ARTICLE 12 - PARLIAMENTARY AUTHORITY

Parliamentary Authority

The Parliamentary Authority shall be the current edition of Robert's Rule of Order Newly Revised and shall govern the Association and the proceedings of all meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Association may adopt. Unless provided otherwise by the parliamentary authority or by these bylaws, all elections and questions shall be decided by a majority of votes cast.

Parliamentarian

The President may appoint a parliamentarian. The duties of the parliamentarian will be as specified in the Parliamentary Authority, with the intent to help ensure the orderly progress of meetings and the fair and equitable treatment of all participants.

ARTICLE 13 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Association shall be executed, signed, and/or endorsed by the President, Secretary.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Association and no note or other evidence of indebtedness shall be issued.

ARTICLE 14 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Association shall keep at its principal office or in the cloud, the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Association shall keep at its principal office or in the cloud, a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Association shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office or online of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Association shall turn over to his or her successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Association as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

ARTICLE 15 – FISCAL YEAR

The fiscal year for the Association starts on January 1 and shall end on December 31.

ARTICLE 16 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Association. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 17 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes an Association as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed

invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Mohinder Nathan, certify that I am the current elected and acting Secretary of the benefit Association, and the above bylaws are the bylaws of this Association as adopted by the Board of Directors on December 3, 2020, and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of Broward in the State of Florida.

(Duly Elected Secretary)

Member Comment Period