

BY-LAWS
OF
THE VIRGIN ISLANDS ASSOCIATION, INC

ARTICLE I
THE PURPOSE

Purposes of the Organization are:

- A. To promote closer fellowship among Virgin Islanders and non-Virgin Islanders;
- B. To foster among Virgin Islanders a sense of belonging and loyalty to the Virgin Islands;
- C. To determine ways in which Virgin Islanders can contribute to the economic, social, and cultural progress of the Virgin Islands;
- D. To provide legislative information for better understanding of the impact to the Virgin Islands and its people;
- E. To sponsor and coordinate conferences in order to inform Virgin Islanders of their homeland, its problems, its needs, its plans, and its progress towards fulfillment of its goals;
- F. To plan and implement social and cultural activities;
- G. To maintain direct lines of communication with government officials, the private sector, and grassroots organizations in order to plan jointly for the betterment of the Virgin Islands; and,
- H. To exercise all the powers of Associations formed under the District of Columbia Nonprofit Association Act which are necessary or convenient in order to accomplish the above described purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

ARTICLE II
MEMBERSHIP

- 1. The Association shall consist of individuals who adhere to the purposes and objectives of the Association and have fulfilled their dues obligations. Dues will be determined by the Board of Directors, approved by the membership, and shall be paid at the beginning of the operating year. Full-time college students will receive a discount on the membership dues.
- 2. Each member shall have one vote in the conduct of the Association's business. Voting by proxy is authorized. Proxies are limited to two (2) per member.
- 3. The Association shall act by majority vote of the members in good standing and present at any meeting.

ARTICLE III

CAPITAL STOCK

The Association shall not issue any capital stock.

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors shall formulate policy, plans, and programs for the conduct of the business of the Association, and shall recommend the same for appropriate action by the Association. The Board of Directors shall consist of the elected officers of the Association, the chairpersons of the standing committees, one (1) at-large member elected from the general membership, and the previous-past President (except where the immediate past President resigns, is removed for cause, or otherwise fails to complete a full term of office for other than health reasons). The President of the Association shall act as the Chairperson of the Board of Directors.

ARTICLE V

COMMITTEES

STANDING COMMITTEES

The President shall nominate and or seek volunteers to Chair the following standing committees. The Chair shall select the committee members. Members are encouraged to volunteer to serve on these standing committees.

- A. The Membership Committee: The membership committee shall be responsible for recruiting members, maintaining members, maintaining a current mailing list of members, recommending the dues structure changes, notifying members of meetings, and other activities that will enhance the membership of the organization.
- B. The Fundraising Committee: The fundraising committee shall be responsible for raising funds for the Association to help defray costs and expenses for different functions.
- C. The Public Relations and Social-Cultural Committee: The public relations and social-cultural committee shall organize and conduct publicity activities related to promoting Association events; plan and direct social and cultural events and promote the culture of the Virgin Islands; and act as consultant to other standing committees regarding the promotion and publication of the Association's activities.
- D. The Legislative and By-Laws Committee: The legislative and by-laws committee shall monitor major legislative developments affecting the Virgin Islands, conduct research on alternatives for the effective resolution of problems, communicate research findings to the members, and make recommendations for appropriate actions; and shall meet as needed to consider recommended changes to the By-Laws and Standard Operating Procedures.
- E. Election and Nominating Committee: A three (3) member committee selected by the Committee Chair shall establish a slate of candidates, review credentials of candidates, and submit the slate to the membership at least thirty (30) days prior to elections. The Board may vote for a shorter notice period when circumstances and practicality necessitates. The Committee is responsible for ascertaining that potential candidates are aware of the duties and responsibilities of the office that they are seeking and agree to serve for at least one (1) year if elected. This Committee shall also be responsible for

conducting the election of officers and shall be responsible for assuring the integrity of the ballots and the tallying of the election results.

- F. Scholarship Committee: The Scholarship committee shall be responsible for coordinating the annual Robert Finch Memorial Scholarship awards to include establishing the award criteria and deadlines, award amounts and application process; publicizing and reviewing applications based on set criteria and selecting finalists for presentation to the VIA Board and the membership.
- G. Cherry Blossom Committee: The Cherry Blossom committee shall be responsible for coordinating all activities dealing with the Cherry Blossom Festival. They will determine the selection criteria for the Virgin Islands Cherry Blossom Princess and represent the Virgin Islands Association at the various Cherry Blossom events.

ARTICLE VI

OFFICERS

The following officers shall be elected and shall serve a term of one (1) year and/or until their successors are elected and installed. Any officer may be removed for good cause by a majority vote of the members in good standing. The Board of Directors may appoint a member of the Association to complete the term of the removed, resigning, deceased, or incapacitated officer.

- A. President: The President shall be the chief executive officer of the Association. This individual shall preside over all the meetings of the Association, and act as liaison between the media and other relevant organizations regarding the Association's activities.
- B. Vice President: The Vice President shall preside over all meetings of the Association in the absence or disability of the President and shall have the powers and duties of the President on these occasions.
- C. Secretary: The Secretary shall record the minutes of all meetings of the Association and submit such minutes for approval at the next meeting of the Association. The Secretary shall record the minutes of the Board of Directors meetings and submit them for approval to the next Board of Directors meeting.
- D. Treasurer: The Treasurer shall keep the financial accounts and records of the Association and maintain the funds of the Association in appropriate accounts. The Treasurer also shall render a written report to the Association at the monthly meetings, which shall be included in the minutes.
- E. Member-at-Large: The Member-at-Large shall serve as liaison between members of the Association, the Virgin Islands community in the Metropolitan area and in the Territory, and the Association.

ARTICLE VII

ELECTIONS

1. Election of Officers shall be held during the November meeting of each year. December will be the transition period. Newly elected officers will begin their term on January 1 of the following year. The outgoing officers will continue to act during the transition period.
2. Only members in good standing may vote for officers.
3. Voting shall be by secret ballots. Voting by mail and by proxy is allowed.
4. The Election and Nominating Committee shall meet in October to establish the slate of candidates and present the slate to the membership at the November meeting and for publication on the Association's Facebook page.
5. Any member in good standing may at any time, up to twenty-four (24) hours before the October meeting, submit names of candidates to the Election and Nominating Committee chairperson.
6. All nominees will be introduced to the membership at the October meeting.
7. The Election and Nominating Committee shall be responsible for preparing ballots.
8. The Election and Nominating Committee shall be responsible for assuring the integrity of the ballots and the tallying of the results.

ARTICLE VIII

MEETINGS

1. Regular meetings of the Association shall be on the third (3rd) Saturday of each Month at a location to be determined by the President.
2. Special meetings of the Association may be called at any time by the President.
3. A quorum for conduct of business at any Association meeting shall consist of ten (10) members, including Proxy(ies).
4. Robert's Rules of Order will be used for the conduct of all meetings.

ARTICLE IX

FINANCE

Earnings: No part of the income or net earnings of the Association, current or accumulated shall ever accrue to the benefit of any member.

Income: If at any time the Association is a private foundation within the meaning of the Internal Revenue Code (hereinafter, "The Code"), then the Association shall distribute its income for each taxable year at such time and in such manner as not to subject the Association to tax under the Code.

Self-Dealing: The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of The Code.

Investment: The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of The Code.

ARTICLE X

EXPENDITURE

Expenditure: The Board of Directors may authorize any officer or agent to make such expenditures that are necessary for the purpose of transacting the business of the Association. The Board of Directors shall not authorize any taxable expenditure as defined in Section 4945(d) of The Code.

ARTICLE XI

INDEMNIFICATION

Indemnification: The Association shall indemnify any officer or former officer of the Association against expenses incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of having such an office, except in relation to matters as to which he/she shall be adjudged in such action, suits, or proceeding to be liable for negligence or misconduct in the performance of a duty.

ARTICLE XII

DEBTS

Property: The private property of the officers and/or members of the Board of Directors shall not be subject to the payment of the Association's debts to any extent whatsoever.

ARTICLE XIII

AMENDMENT

This Constitution and By-Laws may be amended by a majority vote of the members in good standing and present at any meeting of the Association, provided written notice of proposed action is sent to Association members at least fifteen (15) days prior to the meeting. Standard Operating Procedures (SOP) are attached to this document as an addendum. This SOP provides explanation, definitions, and procedural guidelines for the Association.

**THE ARTICLES OF INCORPORATION
OF
THE VIRGIN ISLANDS ASSOCIATION**

To: Department of Consumer and Regulatory Affairs, Washington, D.C.

We, the undersigned natural persons of the age of twenty one years or more, acting as incorporators of the above named Association, adopt the following Articles of Incorporation of such Association pursuant to the District of Columbia Nonprofit Association Act (D.C. Code. Title 29 Chapter 5)

First: The name of the Association is the Virgin Islands Association (hereinafter, "the Association").

Second: The period of the Association's duration is perpetual.

Third: The purposes for which the Association is organized are:

- A. To promote closer fellowship among Virgin Islanders;
- B. To foster among Virgin Islanders a sense of belonging and loyalty to the Virgin Islands;
- C. To determine ways in which Virgin Islanders can contribute to the economic, social and cultural progress of the Virgin Islands;
- D. To provide legislative information for better understanding of the impact to the Virgin Islands and its people;
- E. To sponsor and coordinate conferences in order to inform Virgin Islanders of their homeland, its problems, its needs, its plans, and its progress toward the fulfillment of the its goals;
- F. To plan and implement social and cultural activities;
- G. To maintain direct lines of communication with the government officials, private sector and grassroots organizations in order to jointly plan for the betterment of the Virgin Islands.
- H. To exercise all the powers of Associations formed under the District of Columbia Nonprofit Association Act which are necessary or convenient in order to accomplish the above described purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

Fourth: The Association shall have members as provided in the By-Laws.

Fifth: The election of the Board of Directors shall be as provided in the By-Laws of the Association.

Sixth: The Association shall not issue any capital stock.

Seventh: At all times, the Association shall be nongovernmental, nonpolitical, and non-partisan.

Eighth: At all times, the Association shall not exercise any power of authority, expressed or implied, that would constitute a risk in preventing it from qualifying and continuing to qualify as a Association described in Section 501c (3) of the Internal Revenue Code of 1954 (hereinafter "the Code"). The Association shall not engage in any activity that would constitute risk of causing the loss of qualification pursuant to 501c (3) of the Code.

Ninth: No part of the assets or net earnings of the Association shall not ever be used, nor shall the Association be operated for the purpose that are not exclusively charitable or educational within the meaning of 501c (3) of the Code, nor shall any part of the earnings of the Association inure the benefit of any private individual.

Tenth: The Association shall not engage in carrying on propaganda, or otherwise advocate or oppose pending or proposed legislation to an extent that would disqualify it from tax exemption under 501c (3) of the Code, nor shall the Association directly or indirectly participate or intervene in any political campaign.

Eleventh: No contribute, gift, bequest, or devise to the Association shall be accepted upon any condition that would risk the Association's federal income tax exemption status.

Twelfth: The Association shall not engage in any act of self dealing, nor shall it retain any business holdings, nor make investments in such a manner as to subject it to tax the Code.

Thirteenth: Upon termination, dissolution, or winding up of the Association in any manner or for any reason, voluntary or involuntary, its assets, if any remaining after the payment or provision for payment of all liabilities of the Association shall be distributed to, and only to one or more organizations described in Section 501c (3) of the Code.

Fourteenth: The names and addresses of each incorporate is:

Robert Finch
26 – 9th Street, N.E.
Apt. B
Washington, DC 20002

Arline Swan
431 Rittenhouse Street, N.W.
Washington, DC 20011

Clarence V. Beverhoudt
3300 – 16th Street, N.W.
Apt. 101
Washington, D.C. 20010

Fifteenth: The address of the initial registered office of the Association is:

The Virgin Islands Association
26 – 9th Street, N.E.
Apt. B
Washington, DC 20002

Date _____ 2007

I _____ a notary public, hereby certify that on the
_____ day of _____ 2008 these people appeared before me

_____ and
signed the foregoing document as incorporators, and that the statements therein
contained are true.

NOTARY PUBLIC

Virgin Islands Association (VIA) Standard Operating Procedures Addendum to VIA By-Laws

The purpose of this document is to provide the guidelines and framework on which VIA will operate, and to provide explanation and additional details for some topics in the By-Laws. These procedures may be amended as appropriate by the Legislative and By-Laws Committee upon direction from the Board of Directors with final approval by a majority vote of the members present and in good standing.

Awards and Recognition: The President or a designee shall establish communication links between the Congressional Representative's office, the Governor's office, and or the President of the Virgin Islands Legislature's office in order to stay current on any initiatives relative to the Virgin Islands, and to get those offices to participate in any scholarship or other awards the Association might issue, including some token appreciation to the Association's Board of Directors.

Complimentary Tickets: Complimentary Tickets to the Association's events will be issued to VIP's and one guest (2 maximum), provided the VIP is performing an official function at the event. Band members and DJ's tickets will be negotiated as part of the contract by the event coordinator and approved by the Board. Other complimentary tickets may be issued at the discretion of the Fundraising Committee with Board approval.

Elections procedures: Procedures for Nominations and Elections: Members will be provided with the opportunity to nominate each other or themselves for an officer position during the annual elections process for VIA Officers. The elections process will include the presentation of a slate of candidates, statements of interest from each candidate and a confidential balloted voting process.

Event Closure procedures: The Chair of the respective committee responsible for an event shall ensure closure of that event within thirty (30) days of the event. Closure means that all funds due to the Association for tickets or other sales have been turned in; all gifts, prizes, awards, scholarships, or other gestures of appreciation have been presented; all "seed money", loans, refundable security deposits or other front-end contributions are reimbursed; all tents, tables, chairs, vehicles or other property loaned to the Association for the event are returned to the owner; and, a committee report submitted to the secretary.

Optional Lifetime Membership: An individual may choose to become a member of the Association for life. The dues for an Optional Lifetime Membership are a one-time payment of \$400, which must be paid within six (6) months from the date of the membership application. In the event the entire amount is not paid within the six-month period, the membership will be converted to an annual membership on a prorated basis, so that the amount of money paid is converted to an equivalent number of years for an annual membership.

In consideration for a Lifetime Membership, members will receive a numbered Life Time Member Certificate, Plaque and a VIA Commemorative Pin.

Procedures for awarding Robert Finch Memorial Scholarships:

A maximum of three \$1000 scholarships will be awarded annually to graduating seniors that meet the eligibility requirements. Depending on the availability of funds, the amount of each scholarship may be increased with approval of the Board. To be eligible to apply for a scholarship, applicants must: a) be graduating from a High School in the United States Virgin Islands or be a graduating high school student who is the child of a VIA member **in good standing**, b) have plans to attend a **FULL-TIME undergraduate institution or a vocational program** during the appropriate academic year, and c) have a minimum GPA of 3.0 on a 4.0 scale.

Applicants must submit a **COMPLETE** scholarship application package by the deadline to be considered. The scholarship application package includes: a completed application form, a one page essay on the designated topic (size 8 ½ x 11, single spaced, one side only), proof of acceptance from an educational institution for the upcoming year, an official high school transcript, a copy of SAT or other standardized scores as appropriate, and 2 letters of recommendation from school administrators, employers, or other appropriate individuals. Scholarships will be awarded based on total point score and ranking.

Procedures for awarding VIA Book Scholarships

A maximum of three \$250 VIA Book Scholarships may be awarded annually to children of VIA members in good standing who applied for but were not selected to receive a Robert Finch Memorial Scholarship in the current application year. VIA Book Scholarships will be awarded to eligible students based on total point score and ranking from their completed scholarship application package.

Procedures for Board of Directors: Copies of **ALL** correspondence intended for distribution on behalf of the Association shall be sent to the Officers prior to distribution to the general membership and the general public. This includes invitations, advisory, press releases, and other Association related correspondence. No Board member shall agree to any offer, proposal or suggestion, nor shall any Board member offer, propose, or suggest, any agreement involving the Association's money, whether deposited in the account or offered to the Association as a sponsorship or donation before first discussing it with the officers. The Officers shall determine the impact to the Association (e.g. status/standing in the community, financial burden), and approve or deny such offer, proposal, suggestion or agreement by majority vote.

Procedures for committees: The President shall nominate all Committee Chairs. The Chair will select the committee members (3 minimum in good standing). The Chair of all standing committees shall submit a monthly report to the Board of Directors. If a committee plans an event other than a meeting, the Chair will provide a description of the event, a proposed budget, the venue for the event, and a request for approval by the Board of Directors. The Board of Directors shall vote to approve the proposal or send it back to committee with their recommendations. The committee must respond to the Board and address the recommendations. The final proposal is resubmitted to the Board for the Board's vote. If the Board votes no, the proposal is null and void. If the Board votes yes, the Board will then present the proposal to the membership for vote. If the membership votes no, the proposal is null and void. The Chair will submit an Event Closure Report in accordance with the Event Closure section. In addition to providing transparency, these reports will become part of the Association's archival records. Although the Association's general meetings will be conducted monthly, committees will meet as often as necessary to complete the business of the respective committee.

Procedures for meetings: General membership meetings will be held once a month on the third Saturday of each month. The President will call a meeting with the Board of Directors within 30 days of assuming office to facilitate the change of administration, develop a strategic plan, and submit programs and events for the year. The President or Vice President shall preside over and facilitate all general membership meetings. Meetings will be conducted according to Robert's Rules of Order. The Board may appoint a Sergeant-at-Arms to help maintain order during the meetings, and to assist with the application of Robert's Rules. The meetings will begin and end at the announced times.

Procedures for minutes: The Secretary will create an email distribution with the best daytime address, and the best evening and weekend address for Board Members only. The secretary will record the minutes of all meetings. At a minimum, the minutes will contain: date, time, and location the meeting was called to order, who presided over the meeting, names of the members present and whether there was a quorum, whether members had proxies (how many and for whom), a record of all motions; who made the motion, what the vote count was (for, against, abstained), and a synopsis of all discussions, The minutes should be grammatically correct and

properly punctuated, and include the time the meeting adjourned. In the absence of the secretary, a recorder may be used to capture the minutes. The recording will be maintained until the minutes are approved. Within 10 days after a meeting, the Secretary shall submit a draft of the minutes to all members attending the meeting for review. This can be done via email. The review should be completed within 5 days of receipt of the draft and returned to the Secretary. After review and necessary changes have been made, the minutes will be submitted for approval at the next scheduled meeting.

Procedures for Treasurer/Financial report: An electronic copy of the Treasurer's report will be provided to each member in good standing prior to the monthly meeting. At a minimum, this report will provide data on all transactions on the account since the last meeting, including deposits, withdrawals, interest, dividends, and service fees. Once that report is approved, a copy will be given to the Secretary to be maintained with the Association's records. All checks for withdrawals of funds shall require two (2) signatures (the Treasurer's and the President's or Vice President's). In order to sustain the functions of the Association, the Treasurer and the President or Vice President shall have the authority to expend funds, not to exceed five hundred dollars (\$500), without membership approval. They must account for all expenses with original receipts and ensure that they are notated in the monthly Treasurer's report. Expenditures of funds in excess of five hundred dollars (\$500) shall be approved by majority vote of the members in good standing and present at any meeting.

Procedures for voting by email: When voting by email on any issue, the Board member proposing the issue for vote will send the issue to all Board members via email. Each member will vote either "For", "Against", or "Abstain" from voting on the issue and provide some discussion/rational for their vote. The secretary will ensure that all Board members' votes and discussions are reviewed by the entire Board before closing out the vote and publishing the results. Once this is verified, the matter is closed for discussion or further vote.

Use of VIA's Mailing List: Access to VIA's mailing list will be granted to the Chair of the standing committees. Mailing lists will not be used to send Spam, solicit, advertise, or promote personal businesses, nor for any activity which is not directly related to VIA and its goals and mission.

Procedures for posting advertisements on VIA's Facebook page: Advertising of products/services/events unrelated to the Virgin Islands Association, or its [educational/scholarship fundraising] mission, is not supported on the VIA's Facebook page. Postings of a political nature [e.g., promoting a particular candidate] are also not permitted. Postings regarding general political events are permitted [e.g., postings about a radio station event featuring all candidates]. Postings of jobs in the V.I. are permitted, as are postings of [general/non VIA-related] scholarship opportunities. Multiple/repeated postings of the same flyer is not permitted, as this could feel like spam and have a negative effect on page members.

Web Manager's Responsibilities: The Web Manager will design, update, and monitor the Association's web site in accordance with instructions received from the Board of Directors. The Web Manager will ensure that the site is within the legal parameters of the FCC and other appropriate regulatory agencies. The Web Manager will ensure that access to the Association's mailing list is restricted to the Chair of each committee and that it is safe-guarded by password. Any individual or organization wishing to post information on the site must submit a request to the Board of Directors which will be the approving authority. At least once a week, the Web Manager will contact the Board to find out if there is any information to be posted updated, or distributed to the members and potential members. The graphics, art work, and other visuals on the site will reflect the cultural and traditional images of the Virgin Islands. All Board members shall have access to the DC Metro VIA Gmail account.

DEFINITIONS:

Board of Directors: This is the governing body of VIA which includes the elected officers, the chair of the standing committees and immediate past-president. The term "Board Member" as used throughout this SOP includes the five (5) Officers, the Chairpersons of the seven (7) standing committees, Immediate Past President (except where the immediate past president resigns, is removed for good cause, or otherwise fails to complete a full term of office for other than health reasons).

Election term: The period during which elected officers serve their terms. This period is from *January to December*.

Good Cause: Any activity which is contrary to the purpose of the Association, or which violates any of the Articles of Incorporation, including unauthorized use of VIA funds, failing to support VIA activities, and failing to adequately perform the functions of the office.

Member-in-Good-Standing: A member-in-good-standing is one whose annual dues have been paid for the current operating year, *or* a member who has chosen the Optional Lifetime Membership and paid the required dues within the designated timeframe. The annual dues are \$30 and are due on January 1. New members joining at or after the annual picnic will receive a half price (50%) discount. Existing members who do not pay their annual dues by March 1 will be subject to a \$5 late fee in addition to the \$30 annual dues.

Membership period: The membership period is January 1 to December 31, or an indefinite period for Optional Lifetime Members.

Operating period: The period in which the Association begins planning events and activities for the year. This period is from January 1 to December 31.

Proxy: The authority given to a member in good standing to act on behalf of another member in good standing. The By-Laws authorize two (2) proxies per member. The member giving the proxy, at his/her discretion, may or may not specify if it is a general or limited proxy. There is no requirement either way. The proxy must be submitted in writing including text or email.) The proxies can be turned in to any Board Member, and can be turned in at any time prior to a vote at a given meeting. The members represented by proxy must be added to the minutes.