

FINAL VERSION  
APRIL 7, 2018



**Grupo Cultural  
Latinos En Rochester**

**GRUPO CULTURAL LATINOS EN ROCHESTER  
CONSTITUTION & BYLAWS**

# GRUPO CULTURAL LATINOS EN ROCHESTER CONSTITUTION & BYLAWS

## BYLAWS

### ARTICLE I: NAME

#### Section 1.

The name of this organization is Grupo Cultural Latinos En Rochester. It is an LLC incorporated Association located in Webster, New York.

### ARTICLE II: BOUNDARIES

#### Section 1.

The boundaries of the GCLER is Western, NY.

### ARTICLE III: PURPOSE

#### Section 1.

**The Mission Statement of GCLER is:**

To promote Latin American folklore in Western NY, through educational events, community workshops, and meaningful live performances.

**The Vision Statement of GCLER is:**

Elevating Latin American cultural heritage by inspiring generations.

**To achieve this vision, GCLER will:**

1. Organize community activities such as dance performances and workshops that includes professional/ skilled facilitators.
2. Provide a platform leading to discussions related to Latin American interests.
3. Create and maintain children, youth, and senior programs.
4. Encourage cross-cultural collaboration to promote unity and respect for one another.

#### Section 2.

This organization is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Therefore, no money raised or earned by the Grupo Cultural Latinos En Rochester, Inc may be distributed to its members or officers except for reasonable compensation for services rendered or to make payments in the furtherance of the purpose of the organization.

#### Section 3.

No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. Grupo Cultural Latinos En Rochester, Inc shall not intervene in any political campaigns on behalf of, or in opposition to any candidates for public office.

#### **Section 4.**

Grupo Cultural Latinos En Rochester, Inc shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE IV: MEMBERSHIP**

#### **Section 1.**

Classification of Members:

- 1. Active Members:** Those members who participate in the functions of the Group in accordance with the criteria established by the policies and procedures.
- 2. Sustaining Members:** Those members who support the efforts of this organization in some capacity in accordance with the policies and procedures.
- 3. Founding Members:** Those members who, through their efforts were instrumental in the founding of the Group. This is a one-time designation.
- 4. Honorary Members:** Anyone selected for this permanent designation as determined within the policies and procedures.
- 5. Life Member:** Those members who have paid dues for 10 consecutive years and have been one (or more) of the following:
  - a) Participated in at least one program each year
  - b) A member of the Board of Directors
  - c) An active member of a committee for at least one year

#### **Section 2.**

**Voting Qualifications.** To qualify as a voting member one of the following criteria must be met:

1. Must be current with annual dues, be a Founding Member, or a Life Member.
2. Must have participated or volunteered in at least three (3) events during the preceding twelve-month period.
3. Be at least 15 years old on the day of the meeting.

#### **Section 3.**

**Termination of Membership.** At the discretion of the Board of Directors, a member's status may be terminated subject to policies and procedures.

## **ARTICLE V: DUES**

### **Section 1.**

Each member shall pay to the designated officer prior to the annual meeting of that calendar year, or in advance of any membership benefits specified in the policies and procedures. Dues are not refundable.

### **Section 2.**

The fiscal year shall run from January 1st of a given year through December 31st of the same year.

## **ARTICLE VI: MEETINGS**

### **Section 1.**

The Board shall establish the time, place of the Annual Meeting (within Monroe County), and give at least 14 days' notice to the Members. The President shall preside or, in the President's absence, the next highest-ranking Officer present.

### **Section 2.**

The Board of Directors or President may call other Member or Non-Member Meetings at their discretion. There shall be 7 days' notice of any Meeting and its purpose.

### **Section 3.**

**Quorum.** Three (3) Board Members shall constitute a quorum for any Member Meeting of the organization.

### **Section 4.**

**Special Meetings** of the members may be called by the Board of Directors or by at least three (3) qualified voting members by written petition to the Board of Directors. Upon receipt of such a petition, the Board shall call a special meeting within ten (10) days, which shall be held, within the Monroe County area as may be designated in the notice of said meeting. Business at said special meeting shall be limited to that stated in the notice or petition.

### **Section 5.**

**Notice of Meeting.** Notice of the purpose(s), time, and place of the annual and any special meeting of members shall be in writing and signed by the Secretary and a copy thereof shall be served either personally or by email upon each member of record entitled to vote at such meeting not less than seven (7) days prior to the meeting. Annual or special meetings of members may be held without notice and without the lapse of any period if said person waives requirements in writing or persons entitled to receive said notice.

### **Section 6.**

**Voting at the Annual or Special Meetings.** Each qualified member will be entitled to one vote. The voting may, but need not be, by ballot and plurality of the votes cast shall elect. Those members qualified to vote but unable to be present at the time of elections, may request an

absentee ballot, which must be in the hands of the Secretary prior to the time elections are held. Voting by proxy shall not be permitted.

## **ARTICLE VII: ELECTION OF OFFICERS**

### **Section 1.**

If no more than one (1) candidate is nominated for a position, the election may be by voice vote at the Annual Meeting or via ballot.

### **Section 2.**

If a position is contested, ballots shall be given to all members present at the Annual Meeting.

### **Section 3.**

Candidates receiving the highest percentage of the vote will be elected to the position on the board.

### **Section 4.**

The Board of Directors will vote Officers into positions as needed.

### **Section 5.**

Officers may resign at any time or may be removed at any time by a  $\frac{2}{3}$  majority vote of other board members. The vacated position will be filled by appointment of the Board of Directors as determined by a majority vote. The appointed party will fill the role until the next regularly scheduled meeting of the membership.

### **Section 6.**

All board terms will last for two (2) years, with the exception of the Secretary and the President, which will be for one (1) year on the initial election, then 2 years thereafter if reelected.

### **Section 7.**

Board Members shall begin their term of service in January of the new fiscal year.

### **Section 8.**

Vacancies created for whatever reason in any position may be filled by appointment of the President with the advice of the Board, until the next regularly scheduled meeting of the membership.

## **ARTICLE VIII: DUTIES OF OFFICERS**

### **Section 1.**

New Officers shall assume the duties of their offices after appointment starting January 1st of fiscal year or effective immediately if position is not currently filled.

## **Section 2.**

**The President** shall preside at all meetings of the Board of Directors and Members. He or she shall exercise such duties as customarily pertain to the office of President and shall have general and active supervision over the operations of the Board of Directors. He or she may sign, execute, and deliver in the name of the Group powers of attorney, contracts, bonds, and other obligations and shall perform such other duties as may be prescribed from time to time by the Board of Directors, or by the bylaws.

## **Section 3.**

**The Vice President** shall have such powers and perform such duties as may be assigned to them by the Board of Directors or the President. In the absence or disability of the President, the Vice President designated by the Board shall perform the duties and exercise the powers of the President. A Vice President may sign and execute contracts and other obligations pertaining to the regular course of his or her duties

## **Section 4.**

**The Secretary** shall keep the minutes of all meetings of the Board of Directors. He or she shall have general charge of the records, documents, seal, and papers of the organization. He or she shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the bylaws.

## **Section 5.**

**The Treasurer** shall have general custody of all the funds and securities of the organization and have general supervision of the collection and disbursement of funds. He or she shall endorse on behalf of the organization for collection checks, notes, and other obligations, and shall deposit the same to the credit of the organization in such bank(s) or depositories as the Board of Directors may designate. He or she may sign, with the President, or such other person(s) as may be designated for the purpose by the Board of Directors, all bills of exchange or promissory notes of the organization. He or she shall enter or cause to be entered regularly in the books of the organization full and accurate account of all moneys received and paid by the organization. At all reasonable times, the treasurer shall exhibit the books and accounts to any officer of the organization upon request to the President, or whenever required by the Board of Directors or the President. He or she will provide a quarterly financial report and comply with tax filings. He or she shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the bylaws.

## **Section 6.**

**The Events and Programs Director** oversees the planning and implementation of designated GCLER events, programs, and organizational gatherings. He or she will work closely with appointed committee chairs or event leaders to develop events that align with the mission and vision of GCLER and to ensure that all events are delivered on time, within budget, and at the desired level of quality.

### **Section 7.**

The Board may have additional At-Large Positions if deemed necessary and of interest to the group. These positions may be assigned to special roles in the furtherance of the mission and purpose of the association and given titles to describe their work if appropriate. These positions will be opened on an as needed basis via a  $\frac{2}{3}$  approval vote the Board of Directors. At-Large Positions, once created can be dissolved by a  $\frac{2}{3}$  vote of the Board. The board will review the At-Large positions annually as part of a board meeting prior to the general election to ensure the continued relevance of those positions to the association.

## **ARTICLE IX: ORGANIZATION**

### **Section 1.**

The Board of Directors may appoint any Special Committee deemed necessary. The Committee Chairperson of a Special Committee shall serve upon the recommendation of the President and a majority of the Board.

### **Section 2.**

All external committee activities such as correspondence, news release, or public statements stating or implying a position of the association must be reviewed and approved in content (not structure) by the President prior to its release with a copy or summary presented to the Executive Committee at its next nearest meeting.

### **Section 3.**

Committee shall be open to all Members willing to participate within that committee's objectives, unless otherwise stated in these Bylaws or policies and procedures.

### **Section 4.**

**Disclaimer.** Officers and Directors shall not be held liable for any accidents, debts, or liabilities incurred by this organization.

### **Section 5.**

**Titles.** The Board of Directors may eliminate or create elected positions based on the needs of the organization.

## **ARTICLE X: DISSOLUTION CLAUSE & REMOVAL**

### **Section 1.**

A board of at least three members must be maintained in order for the organization to continue to operate.

### **Section 2.**

The Board of Directors by the vote of a majority of the whole Board, may leave unfilled for any such period as it may fix by resolution any office except those of President, Vice-President,

Treasurer and Secretary. Any officer or agent shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors.

**Section 3.**

Upon dissolution, the net assets of GCLER will not insure to the benefit of any private individual or corporation but will be distributed to a registered 501c3 organization within Western, NY as directed by the last elected board.

**Section 4.**

Compensation. No officer of the Group shall receive compensation as such.

**ARTICLE XI: AMENDMENTS**

**Section 1.**

Amendments to this document may be proposed by the Board of Directors or by petition



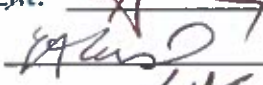
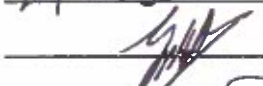

**Section 2.**

At least 2/3 of all votes cast at a quorum, must be in favor of an amendment for it to be adopted

**Section 3.**

Bylaws must be reviewed and approved every two years at the annual meeting or as seemed necessary by the Board of Directors

**This document was adopted and witnessed by:**

President:		Date:	4/14/18
Vice President:		Date:	4/14/18
Secretary:		Date:	4/14/18
Treasurer:		Date:	4/14/18
Director of Programs:		Date:	4/14/18