

GOAN ASSOCIATION OF FLORIDA

CONSTITUTION AND BY-LAWS

**THE GOAN ASSOCIATION OF
FLORIDA, INC**

(A Non-Profit Corporation)

Constitution, By-Laws, Rules and Regulations
(September 3, 2005)

1. NAME

The Association shall be called the Goan Association of Florida, Incorporated.

2. REGISTERED ADDRESS

1220 NW 185th Terrace
Pembroke Pines, Florida 33029

3. OBJECTIVES AND GOALS

The objectives of the Association shall be:

- a. To promote social, cultural, educational and charitable activities for the good of its members and the Goan Community.
- b. To cooperate with other organizations with similar objectives and to foster friendly relations with all people.

4. QUALIFICATION FOR MEMBERSHIP

All Goans, relatives and friends of Goans shall be eligible for membership, as provided in the by-laws.

5. POWERS TO HOLD AND DISPOSE OF PROPERTY

The Association may receive, accept, purchase and hold any real or personal property, lands, buildings and hereditaments for the purpose of the Association, and may sell, mortgage, lease or dispose thereof. The Association shall apply all its proceeds, or other income, in promoting its objectives, and shall not at any time pay any assets to its members for personal benefit. It may give scholarships and charity, as directed by the Executive Committee of this Association.

6. DEFINITIONS

It is agreed for the purpose of these by-laws, unless a contrary intention appears, that the words:

- a. "Association" means the Goan Association of Florida, Inc.
- b. "Goan" shall mean any person who is of Goan ancestry.
- c. "Member" shall mean a member and/or a spouse of a member of the Association.
- d. "Voting member" shall mean an adult member in good standing, entitled to a vote in the Association (e.g. in each paid up family membership, the head of household and a legal

Spouse/partner, if any, are the only persons recognized by the Association as voting members.)

- e. "Member in good standing" shall mean a member:
 - (i) as disclosed by membership rolls, and
 - (ii) whose fees are not in arrears, and
 - (iii) Whose membership has not been suspended or terminated, in accordance with these rules and by-laws.

- f. "Dependent" shall mean:
 - (i) A child under the age of 18 years who resides with and is wholly dependent upon the member.
 - (ii) An offspring or immediate family member 18 years of age or older who because of mental or physical infirmity is principally dependent upon the member.
 - (iii) An offspring 18 years of age or older, who is in full-time attendance at college or other vocational school and is principally dependent upon the member
 - (iv) A parent who is principally dependent upon a member.
 - (v) Any individual case in question, as reasonably decided by the Executive Committee.

7. ASSOCIATION GOVERNANCE AND OPERATION

A. EXECUTIVE COMMITTEE

The day-to-day activities and general business of the Association shall be managed by an Executive Committee consisting of not less than four (4) elected officers and not more than ten (10) members in total to be constituted in such a manner as is provided by the by-laws and rules. In keeping with the cultural objectives of the Association, only good standing member may hold elected office on the Executive Committee.

- a. The following Executive committee positions shall be filled by election or ratification at the Annual General Meeting:
 - (i) President
 - (ii) Vice President
 - (iii) Treasurer
 - (iv) Secretary
- Note: in the absence of the President, the VP will serve as his deputy.
- b. The following additional assistantship positions may be filled, at the discretion of the Executive Committee officers, by co-opting, as required:
 - (i) Assistant to the VP
 - (ii) Assistant to the Treasurer
 - (iii) Assistant to the Secretary

- c. In order to facilitate the uninterrupted operation of regular business, voting rights may be extended to or withheld from these Assistants, at the discretion of the Executive Committee.

B. PLANNING COMMITTEE

- a. The Planning Committee shall constitute the operational arm of the Association. It shall include the Executive Committee officers, as well as other members co-opted to it, as deemed necessary, to plan, organize and lead the various events and agenda of the Association.
- b. Additional sub-committees may be formed to focus the Association's attention and deliver programs and services in specific, targeted fields (for example social, charitable, project related, etc.)

8. NOMINATIONS & ELECTIONS OF OFFICERS TO SERVE THE ASSOCIATION

- a. The Executive Committee shall act as a committee of the whole and shall nominate a slate of candidates for official positions consisting of one candidate for each position to be filled by the election or ratification process described in 7 (A) (a) above.
- b. The nominees for the official slate shall be offered primarily by the Executive Committee from members who have served on the Planning Committee (or designated sub-committees) for at least one (1) year.
- c. Any voting member in good standing with the association for at least 2 years can send (mail or email) his/her request for nomination to the board at least 60 days prior to the election.
- d. To ensure continuity and efficient operations, the Executive Committee slate offered for election in any year must comprise at least 60% of members who have recently served as officers of the Association. The remainder (up to 40%) of the slate may comprise new members who have satisfied the planning committee experience requirements.
- e. The President's position, when vacated, may be filled either by the Vice President or by an alternate member of the existing Executive Committee who meets the required Planning Committee experience criteria.
- f. The nomination of the slate of candidates shall be completed at least 60 days prior to the election date and the list of candidates shall be published at least 30 days prior.
- g. The ratification or election at the General Body meeting shall be conducted by the President or other designated official of the Association. The President shall present the nominated slate of officers to the General Body for election or ratification.

9. VOTING FOR OFFICERS

- A. Voting for the nominees to the slate shall be conducted at the Executive Committee Meeting, which is also attended by the Planning Committee members, prior to publishing the slate. This shall be done at least 30 days before the election/ratification.
 - a. When there is only one nominee for a given office or a slate of officers, the voting shall be by voice (viva voce elections.)

- b. When there is more than one nominee for an office, the voting may be done by a show of hands or by secret ballot, if requested by any member. Candidates shall be voted on in the order in which they were nominated.
 - c. As soon as one nominee or slate of nominees receives a majority vote, the President shall declare the winner.
 - d. If no candidate receives a 50% majority plus one (1) of the total votes counted, the two top nominees shall compete in a runoff election by a second show of hands or ballot.
 - e. In a run off election, a tie vote may be broken by a member of the Planning Committee delegated by the President.
- B. Other voting contingencies will be handled according to the current edition of Robert's Rules of Order.

10. ELECTION DATES FOR OFFICERS OF THE ASSOCIATION

The election/ratification of the following officers of the Executive Committee shall be held in every odd numbered calendar year at a General Body Meeting, usually during the summer picnic.

- a. President
- b. Vice President
- c. Treasurer to the Association
- d. Secretary to the Association

11. VACANT POSITIONS

If deemed necessary, the Executive Committee Officers shall be responsible to appoint members to fill other vacant committee positions, as in Section 7 A. (b)

12. TERMS OF OFFICE AND RESTRICTIONS

- a. The term of office for all officers of the Association shall be for a period of two years.
- b. No member of the Executive Committee shall be under the age of 21 years.
- c. No remuneration shall be paid to any member of the Executive committee.
- d. To avoid conflict of interest, a member and spouse will not be permitted to serve concurrently as elected officers of the Association. An elected officer's spouse may, however, serve in a non-elected role.

13. REMOVAL OF OFFICERS AND ABSENTEEISM

- a. Any member of the Executive Committee may be removed from office, for cause, by a resolution passed to that effect by not less than a two-thirds (2/3) majority vote of Planning Committee members present at a special Executive Committee meeting convened for that purpose.
- b. Absence at Executive Committee Meetings. Any member of the Executive Committee, who fails to attend three (3) consecutive meetings or 75% of meetings convened in a calendar year, without giving justifiable reason, shall automatically cease to be a member of the Executive Committee. Should the vacancy thus created be that of President, Vice President, Secretary, or Treasurer, the respective deputy/Assistant of the position shall assume the responsibility of the post until the vacancy is filled by appointment of a suitable replacement, or until the next election. Should the position not have an assistant, the Executive Committee shall appoint an officer for the balance of the term. Note: For the purpose of this clause, the Vice President shall replace the President.

14. DUTIES OF THE OFFICERS OF THE EXECUTIVE COMMITTEE

A. President

- (i) To call meetings of the Executive Committee and of the Association.
- (ii) To preside at all the Executive Committee meetings with other officers.
- (iii) To be a member all sub-committees.
- (iv) To represent the Association to the public.
- (v) To be the liaison to other Associations.
- (vi) To provide leadership regarding social, cultural, economic and educational activities of the Association.
- (vii) To receive, answer, and keep records of all correspondence.
- (viii) To be responsible to publish the Association's newsletter.
- (ix) To appoint the necessary staff members and reporters to facilitate publication of the newsletter.
- (x) To publish material in the newsletter subject to the approval of the Executive Committee.

B. Vice President

- (i) To assume the duties of the President in the event of the President's inability to perform his/her duties.
- (ii) To assist the President and act for him/her, or preside when requested.
- (iii) To present documents concerning the Association to the government and other bodies, as directed by the Executive Committee (i.e. Post Office, IRS, etc.)
- (iv) To assist other officers, as required.

C. Secretary to the Association

- (i) To record Minutes of all Executive and General Body Meetings.
- (ii) To keep all records except accounting records.
- (iii) To have the records open for inspection by the Executive committee and the Auditors.

- (iv) Upon request, to gather and submit to the Board all recorded minutes of the Executive Committee and sub-committee meetings.

D. Treasurer to the Association

- (i) To receive and account for all funds paid to the Association and to deposit them at such banking institutions as may be designated by the Executive Committee.
- (ii) To issue receipts for all monies received.
- (iii) To disburse payments on behalf of the Association ensuring that all such payments are properly approved and are within the approved budget. All payments shall require prior approval of the Executive Committee and shall require one signature.
- (iv) To maintain proper books of accounts.
- (v) To maintain an inventory of all the assets of the Association and present the same to the Executive Committee, when required to do so.
- (vi) To keep the accounts ready for inspection by the Executive committee and the auditors.
- (vii) To submit annual financial statements, as required, to the Executive Committee, Auditors, and the membership of the Association.
- (viii) To keep accurate records of membership in conjunction with the Secretary and the President.

E. Planning Committee to the above positions

- (i) To assist the officers in all their duties within the Association.

15. FUNCTIONS & POWERS OF THE EXECUTIVE COMMITTEE

- a. To conduct the day-to-day activities and business of the Association in order to achieve the objectives of the Association and the General Body.
- b. To incur expenditures in accordance with estimates approved at an Executive Committee meeting.
- c. To make contracts for any specified purpose within the objectives of the Association and incur expenses from funds collected, provided that such expenditures shall not exceed the amount estimated without the prior sanction of the Executive Committee. All contracts must be in writing and signed by two officers of the Executive Committee. No verbal contracts can be made by any officer.
- d. To submit financial reports to the Association, as needed.
- e. To discuss and deal with matters pertaining to the general policy of the Association.
- f. To appoint committees and sub-committees for the conduct of any specific purpose.
- g. To receive, review and act upon, as necessary, reports from its committees and sub-committees.
- h. To submit to the Executive and Planning, copies of minutes of the Executive Committee Meetings, as required.

- i. To call Special Meetings of the Association, as necessary.

16. SPECIAL POWERS OF THE EXECUTIVE COMMITTEE

- a. Only the Executive Committee shall have special powers to collect money for any specific purpose to fund approved projects and activities.
- b. The Executive Committee may, when authorized by the duly constituted general meeting, hold, purchase or take or lease any movable to immovable property and sell, exchange, mortgage, lease or build upon the same.
- c. The movable and immovable property of the Association and all operating funds shall be vested in the case of the President, Vice President, Treasurer and Secretary during their term of office on the Executive committee on behalf of the Association.
- d. Subject to the rules and regulations in force, the Executive committee shall have full discretion and powers to govern the Association in accordance with the Constitution, By-Laws, Rules and Regulations.
- e. The Executive Committee shall have full discretion and power to draft and/or recommend amendments to this Constitution and By-Laws, if deemed necessary.
- f. Such amendments to the Constitution will only take force or when they have been voted on by at least two thirds (2/3) of the attending members of the Association.

17. AUTHORIZATION TO SIGN DOCUMENTS

- a. All documents and contracts dealing with matters concerning bequests, endowments and trust funds of the Association shall be signed jointly by any three members of the Executive Committee: the President, Vice President, Treasurer, or the Secretary. Three different Officers' signatures are required.
- b. All other documents and contracts necessary for the day to day running of the Association shall be signed jointly by any two of the following members of the Executive Committee: the President, Vice President, Treasurer or the Secretary. No verbal contracts shall be allowed by any Officer.

18. COMMON SEAL/LOGO

- a. The Common Seal of the Association shall be a device or logo containing the name of the Association as follows:

THE GOAN ASSOCIATION OF FLORIDA, INC

- b. The seal shall be kept by the Treasurer and shall be used by the officers delegated. It shall not be affixed except by the resolution of the Executive Committee.

19. FUNDS: DISPOSITION & RESTRICTIONS

- a. All monies belonging to the Association shall be banked in the name of the Association.
- b. Banking accounts shall be operated as follows:
 - (i) Endowments, hereditaments, bequests and trust funds shall be controlled by any two of the members of the Executive committee. Three different signatures shall be required.
 - (ii) Operating accounts shall be operated by one of the members of the Executive Committee. One signature shall be required.

20. BY-LAWS, PASSAGE, AMENDMENTS & REPEAL

- a. The objectives and powers of the Association shall be carried out and exercised under by-laws and resolutions passed by the Executive Committee.
- b. The Association, in a general body meeting or a special meeting assembled, may also make by-laws for carrying out its objectives.
- c. Any by-law may be amended, repealed or otherwise dealt with by the Executive Committee when deemed necessary.

21. GENERAL BODY MEETING

- a. The Annual General Meeting shall be held in Florida during the fiscal year
- b. Special General Meetings of the General Body of the Association may be called by the Executive Committee, whenever deemed necessary. The President shall be advised in writing.
- c. Whenever the greater of fifty (50) voting members, in good standing, or 20% of voting members make a written request for a special meeting and specify the purpose for which such a meeting is called, it shall be the duty of the Secretary, within 30 days, to order and call a special meeting within 60 days of such a request.
- d. The Executive Committee shall name the date, place and time of any Special General Meeting of the General Body.
- e. A simple majority vote of those present will be sufficient to decide any action with respect to the matter for which the said meeting was called. Absentee Members can notify Executive Committee of a vote through proxy
- f. No business that requires a vote of the general membership shall be conducted at any General Body Meeting other than that which has been previously specified on the published agenda for that meeting.
- g. Meetings shall be held in Florida unless otherwise decided by the Executive Committee.

22. MEETINGS OF THE EXECUTIVE COMMITTEE

- a. The President or Chairperson of each of the above committees shall call the meetings giving reasonable notice to the other members of the said committees.
- b. An agenda shall be prepared and distributed prior to the start of the meeting to all those in attendance.
- c. A two-thirds (2/3) majority shall constitute a quorum.
- d. The Executive Committee shall meet a minimum of six (6) times a year or have special meetings, as required, to conduct the day to day business of the Association and plan activities to achieve the goals of the Goan Association of Florida, Inc.
- e. Voting at the meetings shall be by voice vote.
- f. If the vote is close, any two members can call for a motion to vote by hand or by secret ballot.
- g. A tie vote on any decision at the Executive Committee meeting can be broken by the Planning Committee.
- h. Meetings shall be held in Florida, unless otherwise decided by the Executive Committee.
- i. The meetings shall be conducted according to the current edition of Robert's Rules of Order.

23. MEMBERSHIPS

- a. Ordinary Member – Any Goan, relatives or friends of Goans shall be eligible for admission as an Ordinary Member. He/She shall have full voting rights. Any dependents of said ordinary member shall not have voting rights except dependent youth members when they are conducting or deliberating youth organization activities.
- b. Ordinary Member Family – An Ordinary Member with a legal spouse/partner will together be deemed an Ordinary Member Family. Both member and legal spouse/partner will each be vested with an independent vote (except such voting rights shall lapse during any period that a voting member's dues are not paid up i.e. member is not in good standing)
- c. Dependents of members will automatically be considered members of the Association upon their being registered on the prescribed membership form.
- d. Dependents of members in all classifications shall automatically be considered non-voting members.
- e. Application for admission to membership shall be made in writing on the approved Association membership form:

- i) The application shall be referred to the Executive Committee for final approval.
 - ii) Every applicant shall have reached 18 years of age, be of sound mind, of good moral character.
 - (iii) Every application received shall be accompanied by the annual membership fee, which fees, shall be refunded should the application not be accepted.
 - (iv) Membership is renewable for two calendar years or five calendar years or any other period, as deemed necessary by the Executive Committee. Paid membership dues are not refundable for any reason.
- f. If, for any cause whatsoever, a dues paying person ceases to be a member of the Association, he/she shall not, nor shall any of his/her dependents have any interest or claims against the funds and property of the Association due to or by reason of his/her membership in the Association.

24. MEMBERSHIP DUES/FEEES

- a. Membership dues/fees are to be set and reviewed by the Executive Committee of the Association periodically.
- b. Membership dues/fees, as determined by the Executive Committee, will be levied and become payable by ALL members, including Officers of the Association.
- c. Definition of membership dues – dues determined by the Executive Committee to be paid by all members.

25. FISCAL YEAR/CALENDAR YEAR

The fiscal year shall be the same as the calendar year beginning January 1st and ending December 31st for bookkeeping purposes.

26. AUDITORS

- a. The accounts of the Association can be audited by a good standing member.
- b. In the event of finding any discrepancies requiring the urgent attention of the Executive Committee, the member shall require the Executive Committee to call a meeting.

27. AFFILIATIONS

- a. The Association may affiliate with any other association to further the objectives of the Association, as may be recommended by the Executive Committee. A current list of affiliated associations shall be kept by the Secretary.
- b. Reciprocal Arrangements
 - i) Only social courtesies may be extended to members of the affiliated associations.

- ii) Members of affiliated associations may enjoy some financial benefits of membership of the association, such as discount rates at each other's functions if agreed to, in writing, by both affiliated associations.

28. RULES REGARDING PLANNING COMMITTEE MEMBERS

The Planning Committee is made up of Officers on the Executive Committee as well as additional co-opted members who assist in planning and organizing Association functions. In addition to its operational role the Planning Committee also serves as the Association's best training ground for its future leaders and officers.

- a. Absence by a member at 3 consecutive Planning Committee meetings or 50% of the total meetings held in the year will not be acceptable without justifiable reasons.
- b. Generally, within two years of service on the Planning Committee, members must be willing to serve in a leadership role in at least one of the Sub-committees.
- c. Members must serve at least two years on the Planning Committee or one of its Sub-committees before being eligible for nomination to the Executive Committee.
- d. New members must attend at least three (3) consecutive meetings before being eligible on deliberations.
- e. On a rotation schedule, members are required to host a meeting. Meeting dates are at the convenience of the host/hostess family.
- f. Members must be on time or be present for at least 75% of a meeting to be considered as having attended the meeting.
- g. No later than one week before a scheduled meeting, members must notify the host whether or not they will attend. This is to help the host family with logistics and planning for the meeting.
- h. Guests may be invited to the meeting with the approval of the Executive Committee but they will have no voting rights during the deliberations.
- i. For practical reasons, the number of members on the Planning Committee is limited to 25, or as determined by the Executive Committee.
- j. Executive Committee members are also part of the Planning Committee. Accordingly, these rules are equally applicable to them.
- k. In recognition of their dedicated service to the Association its three surviving Founding Members have been accorded Emeritus Member status on the Planning Committee.

Goan Association of Florida

Membership Dues Schedule