

ByLaws of ACCION COLOMBIA

Article I. Offices

Section 1. The principal office the corporation shall be in the City of Philadelphia county and State of Pennsylvania. The corporation may also have offices at such other places as the Board of Directors may from time to time designate.

Article II. Non-Profit Purposes

Section 1. IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purposes. This corporation shall become the most widely recognized organization for its advocacy, leadership and, empowerment to the Colombian and Latino community of the tri-state area. Its mission is to empower and enhance the Colombian and Latino community through cultural, social and, economic leadership.

Article III. Directors

Section 1. Number. The corporation shall have no less than seven (7) Directors and no more than eleven (11) and collectively they shall be known as the Board of Directors.

Section 2. Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties. It shall be the duty of the directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws; (b) Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation; (c) Meet at such times and places as required by these Bylaws.

Section 4. Term of Office. Each director shall hold office for a period of three (3) years and until his or her successor is elected and qualifies. A director cannot be elected for more than three (3) consecutive terms.

Section 5. Regular Meetings. Regular meetings of Directors shall be held on the last Thursday of the months of April, July, October and January. The general meeting of the corporation shall be held during the meeting of the last Thursday of January.

If this corporation makes no provision for members, then, at the regular meeting, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board.

Section 6. Quorum for Meetings. A quorum shall consist of 50 + 1 of the members of the Board of Directors.

Section 7. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 8. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation; the director shall be protected by Board of Directors Insurance.

Article IV. Officers

Section 1. Designation of Officers. The officers of the corporation shall be:

1. Chairperson
2. Vice-Chairperson
3. Secretary
4. Treasurer.

The corporation may also have one or more Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

No person shall hold more than one office.

Section 2. Qualifications. Any person may serve as officer of this corporation.

Section 3. Election and Term of Office. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation.

Section 5. Removal of Director:

THREE (3) OR MORE UNEXCUSED ABSENCES OF REGULAR MEETINGS OF THE BOARD OF DIRECTORS, DISQUALIFICATION, CONFLICT OF INTEREST OR LEAVE OF ABSENCE OF OVER 6 MONTHS, MAY RESULT in the termination of membership on the Board upon the majority vote of the Board, and any vacancy thus occurring shall be filled by the Board as hereinabove provided.

Section 6. Notice of Meetings: REGULAR meetings of the Board of Directors shall be held upon written notice personally served on, or mailed to each Director not less than five (5) nor more than ten (10) days before such meeting.

EMERGENCY MEETINGS OF THE BOARD OF DIRECTORS MAY BE HELD UPON ORAL NOTIFICATION TO EACH MEMBER DIRECTLY.

Section 7. Voting: At all meetings of the Board of Directors, each Director is to have one vote and except as otherwise provided by these by-laws, by statute, or by Robert's Rule of Order, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Quorum and Adjournments: A majority of the members of the Board of Directors then holding office shall constitute a quorum for the transaction of business.

Section 9. Order of Business: The order of business WHEN APPLICABLE shall be as follows at all the meetings of the membership, and the Board of Directors.

1. Calling of the Roll
2. Proof of Notice of Meeting or Waiver of Notice
3. Reading the Minutes
4. Receiving Communications
5. Election of Officers and New Members
6. Reports of Officers
7. Reports of Committees
8. Unfinished Business
9. New Business

Section 10. Duties of Officers.

The Chairperson:

- Shall be the executive officer of the Organization and subject to the control of the Board of Directors,
- Shall have general supervision, direction, and control of the affairs of the Organization.
- Shall preside at all meetings of Meeting of the Organization - and at all meetings of the Board of Directors and will represent the Organization in any public event
- Shall make a report of the general business of the Organization during the current year at the annual Meeting of the Organization
- Shall nominate all standing committees in accordance with the bylaws, subject to the approval of the Board of Directors, and shall be an ex-officio member of all committees
- Shall coordinate and oversee the Committee for Generation of Income for the Organization
- Shall coordinate and oversee the Committee of Support for the maintaining and actualization of the Web Page

The Vice-Chairperson:

- Shall assist the Chairperson in every function of his/her, and will stand in for the President in case of absence or disability of the Chairperson,
- Shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions on, the Chairperson.

The Secretary:

- Shall keep a book of Minutes of all significant meetings of the Board of Directors and of the Meeting of the corporation.
- Shall conduct the official correspondence of the corporation and will be responsible for the maintenance, all the documents, office material and correspondence, written and electronic, of the corporation,
- Shall perform such other duties as may be designated by the Board of Directors.

The Treasurer:

- Shall maintain the financial records and accounts of the corporation and shall maintain an adequate and correct accounting of all receipts and disbursements of the Organization and an accounting of the Organization's cash and other assets.
- Shall proper care for and handle any income originating from any act or event of any kind carried out by the Organization
- Shall oversee the financial aspects of any act or event, ensuring the proper handling of any income or disbursements.
- Shall present at any time, to the Board of Directors, a detailed accounting of income, expenses and financial results of any event. The Treasurer, and the Secretary must sign any accounting-related report.
- Shall deposit all monies received by the Organization with such depositories as may be designated by the Board of Directors, no more than five (5) working days following receipt of such monies. The Treasurer shall render to the Chairperson and to the Board of Directors an account of Income, Expenses and Results no more than five (5) working days after having made the respective deposit.
- Shall present, upon request of the Board of Directors or members of the Organization, statements of the financial condition of the Organization, provided that statements shall be rendered at least quarterly.
- Shall file the tax returns of the Organization.

Article V. Director and Staff.

Section 1. The Executive Director: The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive will attend all Board's meetings, report on the

progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Article VI. Committees

Section 1. Committees. The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

Article VII. Corporate Records

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors and committees of the Board;(b) A conformed copy of the corporation's Articles of Incorporation and Bylaws;(c) Adequate and correct books and records of its corporate bank account(s);(d) Copies of all correspondence and filings with the IRS.

Article VIII. IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article IX. Amendment of Bylaws

Section 1. Amendment. These bylaws may be altered, amended, or repealed and new Bylaws adopted by TWO THIRDS (2/3) majority vote of the Board of Directors and in conformity with the Articles of Incorporation and existing Laws..

Article X. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation.

Dated: _____

Leity Rodriguez- Largo
Executive Director

Sandra Acosta
Chair Person – President

Ahida Garcia
Treasurer

Margarita Martinez
Secretary

ACCION COLOMBIA - Bylaws

**Amendment Paragraphs to the By-laws of
ACCION COLOMBIA
Requirements to be exempt as an Organization
described in section 501(c)(3) of the Internal Revenue Code**

Said organization is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, 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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.