

BYLAWS OF DAY OF PORTUGAL AND PORTUGUESE HERITAGE IN RI, INC.

ARTICLE I. NAME AND PURPOSE

Section 1 – Name: The name of the corporation is *Day of Portugal and Portuguese Heritage in RI, Inc.* and shall be hereafter referred to as “the corporation”.

Section 2 - Purpose: Incorporated as a non-profit corporation under laws of the State of Rhode Island and Providence Plantations, it shall be operated exclusively for charitable and cultural purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Section 3 – Mission Statement: The purpose of the corporation, Day of Portugal and Portuguese Heritage in Rhode Island, Inc. is: 1) to celebrate the holiday, *Dia de Portugal, de Camões e das Comunidades Portuguesas* (Day of Portugal, Camões and the Portuguese Communities), in the State of Rhode Island; 2) to preserve the traditions of the Portuguese culture for future generations;3) to promote the contribution of the Portuguese people, language and culture to the rich fabric of the State of Rhode Island.

ARTICLE II. MEMBERSHIP

Section 1 - Eligibility for membership: Application for voting membership shall be open to any individual and organization that supports the purpose statement in Article I, Sections 2 and 3. Membership is open and will not be denied on the basis of gender, religion, race, nationality or sexual orientation. Membership is granted after completion of a membership application form and receipt by the secretary of the Organizing Commission.

Section 2 - Requirements: Members who are in good standing are those who are registered with the corporation and have attended a minimum of three meetings within the fiscal year.

Section 3 – General Assembly Meetings: Meetings of the membership presided by the President of the Organizing Commission will be open to the public and are called by the President.

Section 4 – Rights of Voting Members: Members in good standing are eligible to vote at the Annual Meeting for President and to vote on amendments to bylaws.

Section 5 – Voting by proxy: Each member in good standing shall be eligible to appoint one voting representative to cast the member’s vote in corporate elections. The member’s proxy must be presented in writing by the member’s representative at the meeting at which voting takes place.

ARTICLE III. BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation: The Board of Directors is responsible for setting the policies and the direction of the corporation, and has the legal fiduciary responsibility for its operation. The board shall have no fewer than 7 and no more than 12 members and should be diverse and representative of the various Portuguese communities in the State of Rhode Island. The board receives no compensation other than reimbursable reasonable expenses which are appropriately documented and pre-approved by the board.

Section 2 – Powers

2.1 - Operations: The board delegates the responsibility of day-to-day operations, i.e. planning and implementing of events and activities to the President of the Organizing Commission and is subject to the board's review.

2.2 - Nomination of President: The Nominating Committee of the board is empowered with implementing the process of the nomination of the President of the Organizing Commission. Such nomination is subject to a simple majority vote of the board for endorsement.

2.3 – Approval of Expenditures: The board must approve any single expenditure for an event that exceeds \$10,000 or more.

2.4 – Approval of Contracts: All contracts are to be reviewed by the corporation's attorney.

2.5 – Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3 – Board representation: Every effort will be made to constitute the Board of Directors in as diverse a manner as possible in regard to age, gender, regional origin and representation of the various clubs, organizations and groups within the State of Rhode Island.

Section 4 – Terms: Each director shall serve for a term of three years. A new class of directors will enter at the beginning of each fiscal year with the most senior class of directors rotating off the board.

Section 5 - Meetings and notice: The Board of Directors shall meet quarterly with the President of the Organizing Commission at an agreed upon time and place. An official board meeting requires that each board member have email notice at least one week in advance.

Section 6 - Board elections: During the last quarter of each fiscal year of the corporation, the board shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 7 - Election procedures: New directors shall be elected by a majority of the directors at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year. The chairman of the board will be elected by the Board of Directors from among the board members within the first month of each fiscal year.

Section 8 - Quorum: A quorum must be attended by at least fifty percent of directors for business transactions to take place and motions to pass.

Section 9 - Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

9a. The *chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The chair is an ex-officio member of all board committees.

9b. The *vice-chair* shall chair committees on special subjects as designated by the board. The vice-chair shall preside in place of the chair when the chair so designates.

9c. The *secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that board records are maintained.

9d. The *treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, review the budget, review fundraising plans, and make financial information available to board members as submitted by the President of the Organizing Commission.

Section 10 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members, with the nominee's permission, two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 11 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. Aboard member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 12 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member via email at least one week in advance.

Section 13 — Committee formation: The board may create committees as needed. The board Chair appoints all committee chairs.

Section 14 - Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the board, and is subject to the direction and control Of the full board.

Section 15 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, reviewing the fundraising plan and the annual budget with the president and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be July 1st to June 30th of the following year. Annual reports are required to be submitted to the board by the President of the Organizing Commission showing income, expenditures, and pending income. All financial records of the organization shall be available to the directors. Financial reports may be disclosed to grant awarding agencies and to others at the discretion of the board.

ARTICLE V. PRESIDENT AND ORGANIZING COMMISSION

Section 1 –Nomination and Election of the President: The President of the Organizing Commissions nominated by the Board of Directors through an open application process. A call for applications will be publicized to the general public in before the end of the fiscal year. Applications will be submitted by candidates in writing by a specified deadline for review by the Board of Directors. The board will submit its recommendation to the membership at the next General Assembly meeting for vote by members in good standing.

Section 2 – Organizing Commission: is selected by the president and includes all officers, committees and coordinators as the president may decide to designate. No member of the organizing commission will receive monetary or material compensation for their service other than reimbursable reasonable expenses which must be appropriately documented and pre-approved by the board.

Section 3 – Officers and Duties: There will be eight officers of the Organizing Commission: president, vice-president, secretary, assistant secretary, treasurer, assistant treasurer, fundraising chair, and public relations chair.

3a. *The president* has the day-to-day responsibilities for the organization of all meetings, events and activities including but not limited to:

- (1) carrying out the corporation’s goals and policies as determined by the Board of Directors,
- (2) selecting members of the Organizing Commission,
- (3) calling and planning the agenda for Organizing Commission and General Assembly meetings,
- (4) planning the budget and fundraising goals,
- (5) planning, implementing and presiding over all Day of Portugal events for the current year,
- (6) acting as official spokesperson of the corporation,
- (7) attending Board of Directors meetings at which he/she will report on the progress of the organization, its budget and answer questions of the directors in fulfilling duties described in the job description.

3b. The vice-president assists the President as he/she designates and acts in the President's absence when requested by the President.

3c. The secretary will be responsible for keeping records of commission actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each commission member, maintaining membership lists and contact information and assuring that records are maintained. The secretary will send correspondence as directed by the President.

3d. The assistant secretary will assist the secretary in any recording, recordkeeping and/or correspondence duties as requested.

3e. The treasurer will be responsible for accounts receivable and accounts payable including collecting revenue, making account deposits, making payments and keeping complete records and documentation of same. The treasurer will be prepared to submit all documentation to the finance committee of the Board of Directors for review and submission to the accountant. Only the treasurer and the president of the organizing commission will have access to the corporation's accounts for deposit and withdrawal transactions.

3f. The assistant treasurer will assist the treasurer in recordkeeping of the corporation's transactions.

3g. The fundraising chair will have the responsibility of developing and executing a comprehensive fundraising strategy in cooperation with the executive committee and the event coordinators. The fundraising chair will ensure the implementation of ethical fundraising procedures, timely acknowledgement of gifts, appropriate reporting to funding sources and confidentiality of donors as requested.

3h. The public relations chair will be responsible for all official public notifications of plans and events via the media. The public relations chair will develop and implement a strategy in cooperation with the executive committee and the event coordinators that will provide for timely publicity and information about the corporation and its events at the direction of the president.

Section 4 – Committees: the President serves as an ex-officio member of all committees.

4a. Executive Committee: will be comprised of the president, vice-president, secretary, treasurer, fundraising chair and public relations chair. The Executive Committee shall have all the powers and authority of the Organizing Commission in the intervals between meetings, and is subject to the direction and control of the full commission.

4b. Fundraising Committee: will be comprised by the chair and any members invited to serve.

4c. Public Relations Committee: will be comprised by the chair and any members invited to serve including the webmaster and graphic designer.

Section 5–Event Coordinators: all event coordinators are members of the organizing commission and will attend such planning meetings. Event coordinators will be selected by the President and may vary in accordance with proposed events at his/her discretion. Coordinators may include but not be limited to:

- 5a. Miss Day of Portugal Pageant Coordinator
- 5b. Arraial Food Concessions Coordinator
- 5c. Arraial Beverage Concession Coordinator
- 5d. Arraial Entertainment Coordinator
- 5e. Day of Portugal Parade Coordinator
- 5f. Golf Tournament Coordinator
- 5g. Art Exhibition Coordinator
- 5h. Official RI State House Ceremony and Reception Coordinator
- 5i. Town/City Hall Flag Raising Ceremonies and Receptions

ARTICLE VI. IRS ANNUAL INFORMATION RETURNS (Form 990)

Section 1 -The President of the Organizing Commission shall submit the Form 990 through the corporation's accountant to the Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Directors via hard copy or email at least 10 days before the Form 990 is due to be filed with the IRS.

ARTICLE VII. DISTRIBUTION UPON DISSOLUTION

Section 1 - Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable and cultural purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the corporation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Rhode Island.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable and cultural purpose, which, at least generally, includes a purpose similar to the corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Rhode Island and Providence Plantations to be added to the general fund.

ARTICLE VIII. CONFLICT OF INTEREST

Section 1 – Conflict of Interest: Whenever a director, officer or member of the organizing commission has a financial or personal interest in any matter coming before the corporation, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IX. BOOKS AND RECORDS

Section 1 - The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings, a record of all actions without a meeting, and a record of all actions taken by committees of both the board and the organizing commission. Copies of legal documents will be retained by the corporation's attorney and of financial records by the corporation's accountant. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

ARTICLE X. AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the Board of Directors then in office provided that:

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

Section 2 –Procedure: Proposed amendments must be submitted in writing to the secretary of the Board of Directors to be included in the next meeting agenda. Amendments must be approved by two-thirds majority of a quorum at a meeting of the Board of Directors. Amendments must be ratified by members in good standing with a two-thirds majority at a duly publicized General Assembly meeting.

CERTIFICATION

These bylaws were approved at a meeting of the Ad Hoc Bylaws/Nominating Committee unanimously by on August, 15, 2013.

Alberto Nunes, Chair and 2013 President

Alberto M. Nunes

Marie R. Fraley, Committee Secretary

Marie R. Fraley

Lidia Alves

Lidia M. Alves

António Ambrósio

António Ambrósio

José Borges

José Borges

Luis Lourenço, C.P.A.

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Susan A. Pacheco, Esq.

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