

FONDATION HAITIENNE D'AIDE AUX ENFANTS DEMUNIS (FADEH)

By laws

ARTICLE 1 - NAME, PURPOSE

Section 1: The name of the organization shall be the "FONDATION HAITENNE D'AIDE AUX ENFANTS DEMUNIS".

The "FONDATION HAITENNE D'AIDE AUX ENFANTS DEMUNIS" was formed to increase public awareness of the Haitian informational activities to increase public awareness of the situation in Haiti; to provide research and information to foundations and corporate Haiti that serve or advocate for disadvantaged people; to research the contribution patterns of foundations and corporate giving programs; workshops for developments about how to obtain charitable contributions; conduct research and education about funding of nonprofit organizations; strengthen the stability of the country at large; and to educate the public about their responsibility in terms of providing services or advocacy for

ARTICLE II - MEMBERSHIP

Section 3: Application for voting membership shall be open to any nonprofit organization that support the purpose statement in Article 1, is contingent upon being up-to-date on membership dues.

Section 2: Membership shall be granted upon a majority vote of the Board.

Section 3: Each voting member of the "FONDATION HAITENNE D'AIDE AUX ENFANTS DEMUNIS" shall appoint one voting member to the meeting.

Section 4: The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and

Section 2: Special Meetings. Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board. A simple majority of ten percent of the voting members may call a special meeting.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the **organization**, and delegates management to the **organization's** Executive Director and committees. The Board shall have up to twenty-one, and no fewer than fifteen members. Board members shall receive no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Up to fourteen Board members shall be elected by the voting representatives of member organizations. Members shall be divided into two classes for election purposes: four Local Member Representative Board Members and ten General Member Representative Board Members.

Section 4: Board Development Committee. A Board Development Committee shall be appointed by the Board to represent diverse aspects of the organization. The Board Development Committee shall have three board members, with the Executive Director as an ex-officio committee member. The Board Development Committee shall be responsible for developing nominees for board elections, board training and leadership development.

Section 5: Election Procedures. The Board Development Committee shall be responsible for nominating a slate of member representatives to be chosen each year, seeking to preserve the diversity and balance necessary to e D'AIDE AUX ENFANTS DEMUNIS" to provide policy guidance on the broad spectrum of nonprofit issues. Nominee Committee must be member representatives of member organizations of the "Compassion Pour Haiti". The four Local Mem be divided into four geographic regions defined by the Board. Only Member Representatives from within a geographic regi board vacancy. All members will be eligible to vote for each class of board candidate. In addition to the slate of nominees Committee, any member representative may become a nominee by obtaining the signature of five percent of the "FON ENFANTS DEMUNIS" who move his or her nomination. The election will be held by mail in accordance with the election p Directors. Each organization eligible to vote shall receive one ballot, and shall have a number of votes equal to the number o class of the ballot. These votes may be cast cumulatively within a class, where there is more than one vacancy. The nominee in each class of the ballot in the annual election shall be elected to those full term vacancies which exist.

Section 6: At-Large Board Members. The fourteen Board members elected at the annual meeting shall recruit and elect up to seven ad serve as at-large members of the Board. At-large members should represent diverse interests of the community. A r organizations that serve or advocate for disadvantaged constituencies. At the first board meeting after the election, the representation, with the goal of maintaining a board broadly representative of the nonprofit sector. The Board Developm recommend nominees for at-large positions for an election by the board at the board meeting one month after the member repr months after the election of new member representative board members, at-large members will join the board. At-large board a maximum of six years.

Section 7: Terms. All Board members shall serve three-year terms, but are eligible for re-election. However, no board member shall The first Board will include members with one and two-year terms to begin staggered terms.

Section 8: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or moti

Section 9: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 10: Officers and Duties. There shall be five officers of the Board consisting of a Chair, a first Vice-Chair, a second Vice-Chair, shall be elected by the Board at the November Board Meeting after the at-large members are seated. Their duties are as follow

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive co the following order: first Vice-Chair, second Vice-Chair, Secretary and Treasurer.

The **Vice-Chair** will chair committees on special subjects as designated by the board.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are r

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the pr fundraising plans, and make financial information available to Board members and the public.

Section 11: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board mem Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regula voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

Section 12: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. The f must represent a voting member organization. If a member organization notifies the Board that their representative who serve member organization, the person is no longer eligible to be one of the fourteen representative Board members. A Board absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be fourths vote of the remaining directors.

Section 13: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. No

out by the Secretary to each Board member postmarked two weeks in advance.

Section 14. The Board may set dues schedules for memberships.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education and data collection committees - Executive, Personnel and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs

Section 2: The five officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Board and has the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority during intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Finance Committee's expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee at the end of each calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. All financial reports are public information and shall be made available to the membership, Board members and the public.

Section 4: Personnel Committee and Hiring Policy of "FONDATION HAITENNE D'AIDE AUX ENFANTS DEMUNIS". The Board appoints an Executive Director. The Executive Director is responsible for hiring and supervising other staff. The Personnel Committee is responsible for developing a personnel policy.

ARTICLE VI - DIRECTOR AND STAFF

Section 1: Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for the Council's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be sent out with regular Board announcements.

UNITED STATES OF AMERICA

Address: 723 East 27 Street Suite 4-F - Brooklyn NY 11210

Phone Number: (718) 856-2895

HAITI, W.I.

Address: 574, ROUTE DE DELMAS PORT-AU-PRINCE HAITI (W.I.)

Phone Numbers: 555-1718 / 410-1175 / (347)528-0725

EMAIL: info@fadeh.org

WEBSITE: WWW.FADEH.ORG

EXECUTIVE COMMITTEE

PRESIDENT: HERVEY COTY
SECRETARY: HANZ LAURENCEAU
TREASURER: YVES DEVALLON
COUNSELOR: HEROLD LAURENT

PUBLIC RELATION: JEANCLAUDE GILLE

