

## **Bylaws**

### **Grupo de Profesionales Dominicanos en Washington GDP-WASH**

#### *Article I*

##### Name, Office and Purpose

1.1 NAME. The name of this organization shall be "Grupo de Profesionales Dominicanos en Washington" ("GDP-WASH").

1.2. OFFICES. The principal office of this organization shall be located within the Washington D.C. Metropolitan area.

1.3. PURPOSE. The organization will bring together professionals of Dominican origin living in the Washington, D.C. Metropolitan area, and any and all other legal and natural persons, interested in participating in or conducting activities that promote the economic, social, and cultural development of Dominicans living in the Dominican Republic and in the United States of America.

#### *Article II*

##### Membership

2.1. MEMBERS. The members of the organization shall be,

(i) Dominicans (defined herein as those persons born in the Dominican Republic or born from Dominican parents);

(ii) Professionals (defined herein as having received a degree from an institution of higher education, university and/or who are recognized as experts in a given field due to their experience);

(iii) Or any and all other legal and natural persons who share the interests of the organization stated in Article 1.3 above; and

(iv) Dues-paying members in good standing pursuant Article VII below.

2.1.1. TO BECOME A MEMBER. To become a member, interested parties should submit their application to the Executive Committee (defined in Article III below) of the organization which shall in turn postulate the candidacies to the Board of Directors (defined in Article III below). The Board of Directors will determine eligibility of a given applicant through a simple majority vote of the members of the Board present at any duly convened meeting.

2.1.2. DUTIES OF MEMBERS. To be in good standing, members:

(i) Should use their professional abilities in furtherance of the organization's membership and objectives;

(ii) Shall pay membership fees in a timely manner;

(iii) Shall attend at least four duly convened meetings during a year.

2.1.3. RIGHTS OF MEMBERS. Members have the following rights:

(i) To participate in membership meetings and other activities of the organization.

- (ii) To propose initiatives or projects for the consideration of the Board of Directors; and
- (iii) To elect and be elected as an officer.

2.2 TERMINATION, EXPULSION, OR SUSPENSION. Membership is not transferable or assignable, and is permanent unless there occurs a voluntary separation or disciplinary removal. Any member may separate voluntarily by giving written notice to the Board of Directors. A member may be subject to disciplinary action, including a temporary suspension of some of his or her rights or a permanent removal from the organization if he or she:

- (i) incurs in a grave fault or negligence against the integrity of the organization or its members;
- (ii) is in violation of its membership dues; and/or
- (iii) is convicted of a crime.

2.2.1 The removal or temporary suspension of a member requires a 75% majority vote of the Board of Directors.

### *Article III* Officers; Board of Directors; Executive Committee

3.1 OFFICERS. The officers of the organization are the Executive Committee members of the Board of Directors.

3.2 BOARD OF DIRECTORS. The Board of Directors is responsible for considering all aspects related to the organization, including the evaluation and approval of the program of activities, i.e. fundraising and the allocation of financial and human resources.

3.3 EXECUTIVE COMMITTEE. The Executive Committee will be responsible for implementation of the program of activities approved by the Board of Directors, as well as representing the organization in events, activities and agreements with external persons or entities. The Executive Committee shall present a report of activities executed during its tenure to the membership on the first regular meeting after the Annual Meeting.

3.4 NUMBER. The Board of Directors shall be composed of eleven (11) members, from which five (5) will be elected to the Executive Committee by the membership.

3.5 QUALIFICATIONS OF THE EXECUTIVE COMMITTEE. The Executive Committee will be composed of:

3.5.1. President: The President shall preside over the organization and publicly represent it.

3.5.2. Vice President: The Vice President, in the absence of the President, will represent the organization. In addition, the vice-president will perform any activity requested by the President.

3.5.3. Secretary: The Secretary shall record or cause to be recorded all proceedings of the meetings, see that notice is given in accordance to the provisions of these Bylaws, and shall be the custodian of the records of the organization.

3.5.4. Treasurer: The Treasurer is responsible for the receipt and custody of any and all of funds, subject to the approval of the Board of Directors. The Treasurer shall prepare and submit in writing to the Board of Directors, a report detailing the yearly financial position of the organization and periodic reports, as requested by the Board of Directors.

3.5.5. Director of Public Relations and Media: The Director of Public Relations and Media is responsible for all public outreach activities of the organization, in coordination with the President.

3.6. DESIGNATION OF COMMITTEES. The Board of Directors may appoint Special Committees to carry out special initiatives of the organization. All committees, including the Executive Committee, shall report to the Board of Directors.

#### *Article IV* Meetings

4.1. TYPES OF MEETINGS. There will be three types of meetings: Regular, Special, and Annual.

4.2. REGULAR MEETINGS. Regular meetings are those which occur on a monthly basis or as determined by the Executive Committee at any location within the Washington, D.C. Metropolitan Area. These meetings are open by invitation to non-members as observers.

4.3. SPECIAL MEETINGS. Special meetings are any other meetings of the membership approved by the Executive Committee upon notice duly given.

4.4. ANNUAL MEETING. The Annual meeting shall be convened by the Board of Directors.

4.5. NOTICE OF MEETINGS. Notice for all meetings shall be provided by letter, fax or electronic mail sent to the members' addresses on files at the organization, stating the place, date and hour of any meeting at least 14 days in advance. For Special meetings, where 14 days prior notice is not possible, notice shall be given by telephone or electronic mail, at least 7 days in advance. The notice shall state the purpose for which the meeting is called.

4.6. QUORUM AND VOTING. A majority of the directors, six (6) out of eleven (11) members, shall constitute a quorum for the transaction of business at any meeting of the board of directors. Each director shall be entitled to one (1) vote and the vote 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 unless a greater number is specifically required by these Bylaws, by the organization's Articles of Incorporation or by the laws of the District of Columbia. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

4.7. MINUTES. Minutes shall be taken by the Secretary in each meeting and shall brief the members present of the topics discussed and agreed at the previous meeting. All meetings shall be convened by the Executive Committee by written communication to all members.

#### *Article V* Elections

5.1. ELECTION COMMITTEE. To start the elections process, an Election Committee will be elected from the membership by the Board of Directors at least sixty (60) days before the election date. This committee will consist of three members, including a chairperson, who should not be running for any position in the elections. The committee will be in charge of the entire election process.

5.2. NUMBER, ELECTION, TENURE, AND QUALIFICATIONS. Elections will be held during the Annual meeting to elect ten (10) of the eleven (11) members of the Board of Directors and from these, the five (5) members of the Executive Committee for a one (1) year period. The outgoing President, or in his or her absence the Vice-President, will be granted an automatic position in the newly elected Board of Directors. If neither is available then the position will be subject to the regular election process.

5.3. ELIGIBILITY AND VOTING RIGHTS. The Election Committee will solicit candidates for each of the positions to be filled. In order to become candidate and be able to vote, members shall be in good standing, as defined in Article 2.1.2.

#### 5.4. PROCEDURES.

5.4.1. The Committee shall give notice of the election date, and present to the membership the members eligible to be elected as well as the elections procedures at least two weeks in advance.

5.4.2. Elections shall be held by simple majority vote of members that are eligible to vote. Absentee votes are accepted and shall be submitted to the elections committee before the elections.

5.4.3. The Election Committee shall announce the results of the election to the membership. For the results to be official and final there should be no objection to the results of the elections by a majority of the membership present at the time of the count.

5.4.4. The outgoing officers shall serve and represent the organization through the transition month following the election, including assisting with the planning and coordination of the new officers' installation ceremony.

5.4.5. Elected officials are expected to perform their duties of their position in a responsible and effective manner. Any position in the Board of Directors or the Executive Committee except for that of the President, that becomes available, due to either resignation or separation of an officer who is not in good standing and/or persistently fails to perform his or her duties responsibly and efficiently, shall be filled within thirty (30) days, for the remainder of the term. First, the Board will appoint the member that obtained the second largest number of votes for the position in the election, provided he or she is willing. In case the person is unwilling or unavailable, the Board of Directors will select from individuals who have demonstrated a strong commitment with the organization by regularly attending the meetings and participating and collaborating in activities of the organization.

### *Article VI* Compensation

6.1. No member shall be entitled to any monetary or non-monetary compensation, including gifts and/or services of any kind, relating to their position or membership in the organization.

### *Article VII* Financial Resources

7.1. SOURCES OF FUNDS. The organization will obtain its financial resources from:

(i) Annual membership dues, which amount will be determined annually by a majority vote (51%) of the membership in the Annual Meeting;

(ii) Financial contributions from any member;

(iii) Fundraising activities;

(iv) Grants, and

(v) Contributions from outside donors.

All funds of the organization shall be deposited to the credit of the organization in an accredited bank selected by the Executive Committee.

7.2. EXPENSES. All significant expenses must be previously approved by the Board. The President, the Treasurer and the Vice-President will have the power to sign all checks, drafts and any other evidence of indebtedness issued in the name of the organization.

7.3. BUDGET AND ANNUAL FINANCIAL STATEMENT. During the first regular meeting after the Annual Meeting, an annual financial statement prepared by the outgoing treasurer and an Annual budget prepared by the newly elected Executive Committee shall be presented to the Board of Directors. All books and records shall be open to any interested member.

*Article VIII*  
Miscellaneous

8.1. OFFICIAL LANGUAGES. The official languages of the organization are Spanish and English.

8.2. ORGANIZATION SEAL. The seal of the organization shall be in the form of the Dominican Republic emblem, with the acronym: GDP-WASH in the horizontal portion of the cross. Above the emblem will appear the name "Group of Dominican Professionals" and at the bottom "Grupo de Dominicanos Profesionales".

8.3. AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION. These Bylaws may be amended, repealed or modified and new bylaws adopted by affirmative vote of two thirds of the membership. Any notice of a meeting at which these Bylaws are to be amended, repealed or modified shall include notice of such proposed action. The Articles of Incorporation shall be amended by affirmative vote of two thirds of the membership pursuant to 29 D.C. Code § 301.35. The procedures of 29 D.C. Code § 301.35 et seq., or as amended, shall be followed to amend the Articles of Incorporation.

8.4. DISSOLUTION. On dissolution of the organization, all of its net assets shall be paid over or transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c)(3). The organization to receive such property shall be designated by the board of directors. Any assets not so disposed of shall be disposed of by the District of Columbia Court exclusively for one or more exempt purposes within the meaning of Internal Revenue Code Section 501(c)(3), or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

8.5. OTHER APPLICABLE LAWS. For any instances that may arise and which are not addressed in these Bylaws, the organization will follow its Articles of Incorporation, Articles of Amendment, the District of Columbia Code and any and all other Federal laws and laws of the District of Columbia that are applicable to this organization.

BYLAWS CERTIFICATE

The undersigned certifies that she is the secretary of Grupo de Dominicanos Profesionales en Washington (GDP-WASH), a District of Columbia nonprofit corporation, and that, as such, she is authorized to execute this certificate on behalf of said organization, and further certifies that the foregoing Bylaws, consisting of five (05) pages, including this page, constitute the bylaws of the organization as of this date, duly adopted by the members of the organization at their regular meeting, as amended from time to time prior to the date hereof.

Dated: December 02, 2003

Carolina Reyes  
Secretary