



Casa de Venezuela

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ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **Casa de Venezuela** and shall hereinafter be referred to and designated as CDV.

Section 2 — Purpose: The purpose of CDV is to promote the culture, roots, traditions and folklore of Venezuela through community, social, educational and cultural events and programs.

Section 3 — Principle: CDV is a nonprofit and non-political organization. CDV is also proactively committed to a policy of non-discrimination with respect to race, creed, sex, nationality, age, sexual orientation, political ideology, and religion.

Section 4 — Location: CDV performs its activities in the Delaware Valley or Greater Philadelphia area (“area of activities”) which is comprised of Eastern Pennsylvania, Southern New Jersey, and Northern Delaware. However, CDV could expand its area of activities by promoting or assisting in the creation of Chapters in other locations.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Membership shall be open to persons eighteen (18) years of age or older or entities which supports this organization’s purposes and principles as set forth at in Article I, Sections 2 and 3. Membership may be granted after completion and receipt of a membership application and annual dues.

Section 2 — Dues: The amount of membership dues shall be set by the Board of Directors. Only principal members are required to pay the membership dues established by the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 — Types of membership: CDV will offer the following types of membership classifications to persons and/or entities: 1) Individual Members, 2) Family Members, 3) Student Members, 4) Honorary Members, and 5) Corporate/ Institutional Members. At its discretion however, the Board of Directors may create additional classifications or eliminate existing classifications being offered.

Section 4 — Principal Members are defined as: a) Any individual person who has paid all necessary dues established by the Board of Directors and/or b) Any head of a family who has paid all dues

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established by the Board of Directors, c) Any Student Member who has paid all dues established by the Board of Directors, and/or d) A representative of a company/institution that represents a corporate/ institutional member.

Section 5 — Family members are defined as persons domiciled at the same address as the head of the family and are dependents of the head of the family. The maximum number of family members allowed under one membership application shall not exceed six members. Any additional family member(s) in excess of six must apply for individual membership.

Section 6 — A Student member is defined as any individual eighteen (18) years of age or older attending an educational institution in a full-time basis.

Section 7 — An Honorary member is defined as: a) Any Venezuelan who has represented Venezuela in a dignified and outstanding manner in any social, cultural, educational, scientific, or sporting area; b) Any person who has rendered an outstanding service to Venezuela or to CDV; c) Any person of the Domestic or International Hispanic Community who has rendered outstanding service to the Latin-American Culture, the Latin American Community, or to Humanity in General. For a person to become an Honorary member of CDV it is dependant upon the unanimous approval of the Board of Directors. Honorary members will not pay any dues.

Section 8 — Corporate members are employees of the company/ institution designated by the company / institution to represent it before CDV. The maximum number of employees designated by a company / institution as CDV Members should not exceed five.

Section 8 — *Non-voting membership:* The board shall have the authority to establish and define non-voting categories of membership.

Section 9 — *Rights of members:* Only principal members are eligible to vote in association elections. Principal members may appoint in writing a proxy to cast the member's vote in association elections.

Section 10 — *Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued, and there will be no pro-rata refund for the unused period. A member may have their membership terminated by a majority vote of the Board of Directors.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — *Annual meetings:* An annual meeting of the members shall take place in the month of **March**, the specific date, time and location of which will be designated by the President of the Board. At the annual meeting the members shall elect directors and officers, previously pre-selected by the Board of Directors, receive reports on the activities and programs of the association, and determine the direction of the association for the upcoming year.

Section 2 — *Special meetings:* Special meetings may be called by the President of the Board, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

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Section 3 — Notice of meetings: Written notice of each meeting shall be given to each voting member, by mail or email, not less than one week prior to the meeting.

Section 4 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, as well as the votes submitted in advance by mail.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and will delegate responsibility of day-to-day operations to the staff and committees. The board shall have up to 15, but not fewer than 7 members. The board is composed by Officers, Directors, and other Board Members. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve three-year terms, but are eligible for re-election for up to 3 consecutive terms for a maximum of 9 years.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least week in advance.

Section 4 — Board elections: New officers and current officers shall be elected or re-elected by the voting representatives of members at the annual meeting. Officers will be elected by a simple majority of members present at the annual meeting. The remaining members of the Board will be elected by the Board itself.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective officers of the board representing the association diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be four officers of the board, consisting of a President/Chair, Vice-President/Vice-Chair, Secretary and Treasurer. Their duties are as follows:

Chair/President

- Is a member of the Board
- Serves as the Chief Volunteer of the organization
- Plays a leading role in fundraising activities
- Is a partner with the Executive Director in achieving the organization's mission
- Provides leadership to the Board of Directors, who sets policy and to whom the Executive Director is accountable
- Chairs meetings of the Board after developing the agenda with the Executive Director
- Encourages Board's role in strategic planning

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- Appoints the chairpersons of committees, in consultation with other Board members
- Serves *ex officio* as a member of committees and attends their meetings when invited
- Discusses issues confronting the organization with the Executive Director
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns
- Reviews with the Executive Director any issues of concern to the Board
- Monitors financial planning and financial reports
- Formally evaluates the performance of the Executive Director and informally evaluates the effectiveness of the Board members
- Evaluates annually the performance of the organization in achieving its mission
- Performs other responsibilities assigned by the Board

Vice-Chair/Vice-President

- Is a member of the Board
- Performs President's responsibilities when the President is not available (see President Job Description)
- Reports to the Board's President
- Works closely with the President and other staff
- Participates closely with the President to develop and implement officer transition plans
- Performs other responsibilities as assigned by the Board
- Participates in fundraising for the organization

Treasurer

- Is a member of the Board
- Manages finances of the organization
- Administrates fiscal matters of the organization
- Provides annual budget to the board for members' approval
- Ensures development and board review of financial policies/procedures
- Participates in fundraising for the organization

Secretary

- Is a member of the Board
- Ensures effective management of organization's records and meeting minutes
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings
- Participates in fundraising for the organization

Section 8 — Directors and Duties: There may be up to 10 Directors, including but not limited to the following:

- Director of Membership
- Director of Fundraising
- Director of Special Projects
- Director of Community Affairs
- Director of Technology
- Director of Chapters

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Directors Duties

- Is a member of the Board
- Directs committees and assigns their area of responsibility
- Oversees the logistics & operations of his/her area of responsibility
- Reports to the Board's President
- Reports to the full Board on committee's decisions/recommendations
- Works closely with the Executive Director and other staff as directed by the Executive Director
- Assigns work to volunteers or committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes
- Initiates and leads the committee's annual evaluation
- Participates in fundraising for the organization

Section 9 — Board Member Duties: All members of the board have the following duties:

Board Member Duties

- Participates in fundraising for the organization
- Regularly attends board meetings and important related meetings
- Actively participates in committee work
- Stays informed about Board matters, prepares themselves meetings, and reviews and comments on minutes and reports
- Is an active participant in the Board's annual evaluation and planning efforts

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members, 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 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board in the event of accumulating more than two unexcused absences from board meetings in a year. Moreover, a board member may also be removed by a three-fourths vote of the remaining directors if continued board membership is adjudged not to be in the best interests of CDV.

Section 11 — Special meetings: Special meetings of the board may 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 at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc., to work on specific issues facing the organization. The board chair appoints all committee chairs.

Section 2 — 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, and is subject to the

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direction and control of the full board. The Executive Committee is responsible for Strategic Planning, Nomination, and Board Development.

Section 3 — 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, and the annual budget with staff and other board members. The board must approve the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4 — Development Committee: A board member other than the four officers will be the chair of the Development Committee, which includes three other board members. The Development Committee is responsible for coordinating all development plans and fundraising activities.

Section 5 — Program Committee: A board member other than the four officers will be the chair of the Program Committee, which includes three other board members. The Programs Committee is responsible for coordinating the organization's programs as defined by the Board of Directors.

ARTICLE VII — DIRECTOR AND STAFF

Section 1 — 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 director reports directly to the President of the Board for the day-to-day responsibilities, attend all board 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 VIII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the Board of Directors and approved by the voting members in the Annual meeting or special meeting. Proposed amendments must be submitted to the voting members at least two weeks prior to the annual or special meeting scheduled for its approval.

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CERTIFICATION

These bylaws were approved at an annual general meeting by a two thirds majority vote on **March 27, 2010.**

Casa de Venezuela Delaware Valley

Board of Directors

President

Vice-President

Secretary

Treasurer

Board Member

Board Member

Board Member

Board Member

Date: 03/27/10

Prepared by Arturo Guillen 02/13/10
Revised by Board of Directors 02/13/10
Revised by Legal Advisor 03/15/10