

# BYLAWS

Of

**MIREBALAIS AVANT TOUT, INC.  
A NEW YORK NON-PROFIT  
ORGANIZATION  
FEDERAL IDENTIFICATION # 84-2588061**

**Registered under the Laws of the State of New York**

## Corporate Seal



**ARTICLE I**  
**Name, Principal Office**

**Section 1. Name.** The name of this organization is MIREBALAIS AVANT TOUT, INC, a State of New York Corporation. The objective of this organization is primarily Educational and Charitable. Mirebalais Avant Tout, Inc. is a nonprofit organization (NPO) created to provide targeted logistical support and capacity building assistance to Mirebalais through empowerment, workforce development, education, and other benevolent activities as may be carried out by a corporation organized under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**Section 2. Principal Office and Additional offices.** The address of the initial office of this Corporation is **3 Byron Street, New City, NY 10956, and PO Box 23, Blauvelt, NY 10913**. The Corporation may also have an office or offices other than the principal office at such place or places, within or outside the State of New York as the Board of Directors ("Board, Directors") shall from time to time determine, as the business of the Corporation may require.

**ARTICLE II**  
**Seal and Fiscal Year**

**Section 1. Seal.** The seal of this Corporation shall have inscribed on it the name of this corporation, the date of its organization, and the words "corporate seal" or their equivalent. The words "corporate seal" or their equivalent may be used as a facsimile of or as the seal.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and end on December 31.

**ARTICLE III**  
**Meetings**

**Section 1. Place of Meeting.** Meetings of the Board shall be held at the office of the Corporation or at any other place (within or outside the State of New York) that the Board may from time to time select.

**Section 2. Annual Meeting.** An annual meeting of the Board of Directors and Voting Members ("members" or "member") shall be held on or about the last Saturday in September of each year or such other time as the Board may from time to time select, if not a legal holiday or as soon as possible thereafter, and if a legal holiday, at the principal office of the Corporation or such other location or electronic means as is specified in the notice of the meeting, and the Directors and members shall discuss the plan for the Board and transact other business. If an annual meeting has not been called or held within three (3) months after the time designated for it, any two (2) Directors may call it.

**Section 3. Regular Meetings.** Regular meetings of the Board shall be held every 1<sup>st</sup> Friday of each month at such time and place as the Board may fix. If any day fixed for a regular meeting shall be a legal holiday, then the meeting which would otherwise be held on that day, shall be held at the same hour on the next succeeding business day. Notice of regular meetings of the Board need not be given except as otherwise required by statute or these Bylaws.

**Section 4. Special Meetings.** Special meetings of the Directors or the members may be called by the President, or by two (2) Directors, or by 1/5 of the total members who believe an important issue must be addressed immediately and cannot be delayed until the next regular Board meeting. Such request for a special meeting shall be sent to the Clerk-Secretary (“Secretary”) of the Corporation who shall communicate the time and logistics of such meeting to other Directors. Except as otherwise required by these Bylaws, the Secretary shall provide the agenda for a special meeting to all Directors or members at least forty-eight (48) hours before the time at which such meeting is to be held.

**Section 5. Notice of meetings.** Notice of the place, date, and hour of holding each annual meeting of the Board and the purpose or purposes thereof shall be given by the Corporation’s Secretary personally, or by text message, or by email, not less than ten (10) nor more than sixty (60) days before the date of such meeting, and if emailed, it shall be directed to such Directors or members at their email address as it appears on the Corporation’s record.

**Section 6. Waiver of Notice.** A Director, either before or after a Board's meeting, may waive notice of the meeting, which waiver of notice must be in writing, and the Director's waiver shall be deemed the equivalent of giving notice. Attendance at a Director’s meeting of a person entitled to notice shall constitute a waiver of notice of the meeting unless he/she attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

**Section 7. Quorum and Manner of Acting.** At all meetings of the Board, a majority of the Directors present who are entitled to vote shall be present in person, or by calling in (**votes by proxy are prohibited**) to constitute a quorum for the transaction of business. Directors shall be deemed present at any meeting if a conference telephone, or similar communications equipment means of which all persons participating in the meeting can hear each other is used. **Except as otherwise expressly required by statute, or the Articles of Incorporation, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board.**

**Section 8. Adjournment.** In the absence of a quorum at any meeting of the Board, a majority of the Directors present thereat may adjourn such meeting to another time and place. Notice of the time and place of any such adjourned meeting shall be given to the Directors who were not present at the time of adjournment and unless such time and place were announced at the meeting at which the adjournment was taken to the other Directors. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. **Except as otherwise expressly required by statute, no resolution shall be approved without a quorum.**

**Section 9. Organization.** At each meeting of the Board, the President, or Vice President shall act as Chairperson of the meeting and preside thereat. The Secretary of the Corporation, or the person whom the Chairperson shall appoint as secretary of the meeting, shall act as secretary of the meeting, and keep the minutes thereof.

**Section 10. Order of Business.** The order of business at all meetings of the Board shall be determined by the Chairperson of the meetings.

#### **ARTICLE IV The Board of Directors**

**Section 1. General Powers.** The Board of Directors (“Board”) shall manage and conduct the business and affairs of the Corporation. They may exercise all such authority and powers of the Corporation and do all such lawful acts and things, as allowed by statute or as the Articles of Incorporation directed or required to be exercised or done by the Directors. They may make these bylaws suitable for its government and for the orderly carrying out of the authority given to it by this act, which may include provision for the establishment of membership of one or more classes, with or without voting power, and for the fixing and collection of membership dues or fees.

**Section 2. Numbers, Qualifications, and Term of Office.** The number of Directors of the Corporation shall not be less than five (5) nor more than eleven (11). The Board shall fix the number of board members from time to time but never less than five (5). Any increase in the number of board members shall be effective on or about the 2nd Saturday of January. In case there shall be vacancies in the Board, such decrease may become effective at any time prior to the next succeeding annual meeting of the board. All the Directors shall be of majority age.

**Section 3. Selections.** Except as otherwise provided by statute, Nominating Committee members of the Corporation shall have the responsibilities to enact selection procedures and to enforce the conditions that shall establish eligibility to become a board member (“Director”). Each Director shall hold office for three (3) consecutive years, or until such time that the Director’s successor shall have been duly selected and qualify, or until such Director’s death, or until the Director shall have resigned, or have been removed, as hereinafter provided in these Bylaws.

**a) Selection Process.** Conditions that shall be met:

1. Nominating Committee members, who shall consist of three (3) or more members and Emeritus members, shall hold a meeting on or about the 3<sup>rd</sup> Saturday of July of each year to evaluate and review the performance of the Board of Directors and the Corporation’s Regional Officers.
2. This Committee shall be given the responsibility to oversee the selection of new Directors and may recommend the candidates for membership on the Board of Directors to the full Board, thus ensuring only qualified members can become directors.

3. This Committee shall assure the Corporation maintains a transition plan that would help with recruiting and onboarding new Directors and Regional Officers.
4. Selection of new Directors shall be held on or about the 2<sup>nd</sup> Saturday of September every three (3) years.
5. New Directors shall enter function on or about the 2<sup>nd</sup> Saturday of January following their selection in the preceding year.
6. Outgoing Directors shall complete all their administrative and fiduciary responsibilities by the end of the Corporation's fiscal year, or, if resigned, fifteen (15) days prior to the official date of his/her resignation.

**b) Requirements to be Voting Members or Board members (Classes)**

1. To be a voting member ("member, Class B") of the Corporation, a person shall contribute to the Corporation's success by:
  - a) Having donated a minimum of **\$120.00** annually to Mirebalais Avant Tout (Material/Equipment, or asset donated that meets this threshold qualify), **OR**
  - b) Having served in a capacity of Regional Officer, Consultant, Advisor for at least one (1) year, **OR**
  - c) Having submitted a minimum of one idea that turns into a local community project, **OR**
  - d) Having volunteered time to run or supervise a project of the Corporation.
2. To be a Board member ("Director, Class A") of the Corporation, a person shall:
  - a) Satisfy at least one of the latter three requirements of a member **AND**,
  - b) Contribute a minimum of **\$250.00** annually to Mirebalais Avant Tout. Consideration shall be given to those members residing in Haiti where their minimum annual monetary contribution shall be set at the equivalent of **\$100.00, AND**,
  - c) Have been a member of the organization for two years, at a minimum. However, the Nominating Committee may recommend to the Board a person (s) whose qualification and experience are deemed to be in the best interest of the local community the organization is serving. The Board, at its sole discretion, may accept or reject such recommendation.

**Section 4. Term Limits.** Except as otherwise provided by statute, a director may serve no more than two (2) successive three (3)-year terms, after which such director may be re-selected to the board following a one-year period during which such director may serve as Emeritus Advisor (such period, a "hiatus").

**Section 5. Resignations.** Any Director or Officer of the Corporation may resign at any time by giving written notice of his/her resignation to the President or the Board or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** Any vacancy in the Board, whether arising from death, resignation, or removal, an increase in the number of Directors or any other cause, may be filled by the vote of a majority of the Directors then in office. Though less than a quorum, at the next annual meeting thereof or at a special meeting thereof, each Director so selected shall hold office for the unexpired term of the Director's predecessor.

**Section 7. Removal of Directors.** Any Director may be removed, with or without cause, at any time, by the Board, or at a special meeting thereof. Directors pledge themselves to perform diligently and honorably their duties, or resign. They may be removed by procedures guaranteeing adequate notice and due process and by a majority vote of the Board or by the majority vote of the committee of which he/she is a member, for:

- a. Failure to attend, without proper notice, at least a quarter of the regularly scheduled regular or committee meetings during any calendar year.
- b. Running for a political position, engaging in active political campaigning or any such act of public activism to support, or oppose a candidate for political office, using or encouraging violent behaviors, or engaging in any other activities the board judges to be contrary to the Corporation's mission and philosophy.
- c. Convictions after appeals are exhausted of a criminal offense other than a misdemeanor.
- d. Any mismanagement of funds, i.e., larceny, or embezzlement of the corporation fund is an automatic disqualification. If guilty of such, the Director is not entitled to any reconsideration to be part of the corporation.
- e. Any Breach of fiduciary duty and self-dealing.
- f. Any Director or Advisor or Standing Committee member who enters contract (s) or acts without the full consent or approval of the Board shall be responsible for his/her action and be removed from the organization immediately.
- g. A Director must be allowed to resign before notice of the hearing on the question of removal is given to the membership of the committee.
- h. A Director removed under this section shall have 30 days to appeal to the Board to present her/his case, and the vacancy may not be filled in such case until the final decision of the corporation is made.

**Section 8. Compensation.** The Board shall have the authority and shall from time-to-time delegate such power to the President to fix the compensation, including fees and reimbursement of expenses of Officers and Directors, for services to the Corporation in any capacity.

**Section 9. Information Action.** If all the Directors severally, or collectively consent in writing to any action taken, or to be taken by the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

## ARTICLE V Executive Committee

**Section 1. Designation and Organization.** The Board may designate an Executive Committee, or one or more other committees, each to consist of one (1) or more of the

Directors or members of the corporation, referred to herein below as “Executives.” Such committee shall consult with and advise the Directors of the Corporation in the management of its business. Regular meetings of such committee or committees may be held without notice at such time and place as shall be determined by such committees. At all such meetings, a majority of the Executives shall constitute a quorum for the transaction of business. The Executives of such committee or committees shall keep a record of their proceedings and shall report to the Board. Copies of minutes shall be retained by the Secretary as records of their proceedings. Executives of such committee or committees may be paid such compensation as is authorized by the Board.

**Section 2. Powers.** The executive or any other committee shall have such powers as can be lawfully delegated to them by the Board, subject, however, to the following limitations. No such committee shall have the authority or power to:

- a) Approve, or recommend to Directors any actions or proposals that are required under New York law to be governed by Directors,
- b) Designate or make any nominations to the Board or for any executive solicitation or otherwise,
- c) Fill any vacancies on the Board or any committee thereof,
- d) Amend the Bylaws, unless commissioned to do so by the Board with unanimous consent from all the Directors,
- e) Authorize or approve the issuance or sale, or any contract to issue or sell of the organization’s asset, shares of stock, or designate the terms of a series of a class of shares, except that the Board, having acted in regard to general authorization for such issuance or sale of shares of stock or any contract therefore and, in cases of a series, the designation thereof, may, pursuant to a general formula or method specified by the Board by resolution or by adoption of a stock option plan or any other plan, authorize a committee to establish the terms of any such contract for the sale of shares, and to fix the terms upon which such shares may be issued or sold, including, without limitation, the price, rate or manner of payment of dividends, provisions for redemption, sinking fund, conversion and voting or preferential rights, and provisions for other features of a class of shares or a series of a class of shares; with full power in such committee to adopt any final resolution setting forth all the terms thereof, and to authorize the statement of the terms of a series for filing with the Department of State under New York statutes providing therefor.

**Section 3. Alternates.** The Board, by resolution adopted in accordance with **Section 1** herein above, may designate one or more Directors or members as alternate Executives of any such committee who may act as the placeholder of any absent Executive of any meeting of such committee.

**Section 4. Effect on Director’s Responsibilities.** Neither the designation of any such committee, the delegation of authority to such committee, nor action by such committee pursuant to such authority, shall alone constitute compliance by any Director who is not an Executive of the committee in question with such Executive's responsibility to act in good faith, in a manner the Executive reasonably believes to be in the best

interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

## **ARTICLE VI**

### **Directors and Executives**

**Section 1. Number and Qualification.** The Directors of the Corporation shall include the President, the Vice President, the Treasurer, the Secretary, and one to seven other Directors. The total number of Directors shall be an odd number, that is, either five (5), seven (7), nine (9), or eleven (11). The exact number of Directors shall be set at the Corporation's annual meeting on or about the last Saturday of September.

**Section 2. Appointment.** The Board may from time to time elect to delegate to the President, the power to appoint such other Executives (*including Comptroller, Executive Director, Communication Manager, Grant Writer, Analysts, Assistant Secretary*) and such Executives as may be necessary or desirable for the business of the Corporation. Such other Executives shall have such duties and shall hold their offices for such terms as may be prescribed by the President. The Board shall approve all Executives appointed by the President.

## **ARTICLE VII**

### **Duties**

**Section 1. President.** The President shall, if present, preside at each meeting of the Board and voting members, and shall be called Chairman/Chairwoman by his/her colleague. The President shall perform all duties incumbent upon the office of President as may from time to time be assigned by the Board and shall perform the duties of Chief Executive Director in the absence thereof, or if none is appointed in this function. The President shall not serve as the Treasurer or the Secretary of the organization. If he/she is elected to serve as Treasurer or Secretary, he/she shall resign as President.

**Section 2. Vice President.** The Vice President, if present, shall perform all such duties as from time to time may be assigned to such Director by the Board or the President. At the request of the President or in his/her absence or inability to act, the Vice President shall perform the duties of the President, and, when so acting, shall have the powers and be subject to the restrictions placed upon the President of the performance of such duties.

**Section 3. The Treasurer.** The Treasurer shall:

- a) Have charge and custody of, and be responsible for, all the funds and securities of the Corporation.
- b) Keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation.
- c) Deposit all monies and other valuables to the credit of the Corporation in such depositories as may be designated by the Board.
- d) Receive and give receipts for monies due and payable to the Corporation from any source whatsoever.
- e) Disburse the funds of the Corporation and supervise the investment of its

funds as ordered, or authorized by the Board, taking proper vouchers, therefore.

- f) Perform all the duties incumbent upon the office of Treasurer and such other duties as from time to time may be assigned to such Director by the Board or the President.
- g) Ensure that a check for an amount \$250.00 and above shall require two signatures to be valid and every payment must be accompanied by an invoice, unless otherwise agreed in advance by a majority of the Board. A Director shall be asked to resign from the Board if he/she violates this requirement and shall refund to the Corporation all transactions he/she incurs that violate the Corporation's fiduciary and financial rules and regulations.
- h) Have charge and custody of all debit and credit cards of the Corporation and any use of them shall be approved by the President or the Board and all receipts shall be attached.

**Section 4. The Secretary.** The Secretary shall:

- a) Keep or cause to be kept in one or more books provided for the purpose, the minutes of all meetings of the Board, the committees of the Board, and the Directors.
- b) See that all notices are duly given in accordance with the provisions of these Bylaws and as required by law.
- c) Be a **custodian of the records** and the seal of the Corporation and affix and attest the seal to all certificates of the corporation (unless the seal of the Corporation on such certificates shall be a facsimile, as provided in these Bylaws) and affix and attest the seal or the words "corporate seal" or their equivalent to all other documents to be executed on behalf of the Corporation under its seal.
- d) See that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and
- e) In general, perform all the duties incumbent upon the office of the Secretary and such other duties as from time to time may be assigned to such Director by the Board or the President.

**Section 5. Directors.** Directors shall have the responsibility of keeping the Corporation's plans and projects in line with the organization's mission and vision. They shall be fully engaged and should participate in organizational activities as may be carried out by the Corporation. They shall serve as advisors, consultants, and analysts and shall be a member of at least one Standing Committee. They shall be present at all Board meetings and shall vote for resolutions taken by the Corporation.

**Section 6. Comptroller, if any.** The Comptroller, if one shall be appointed by the President as in **Article VI.2** herein provided, shall:

- a) Have control of all the books of account of the Corporation.
- b) Keep true and accurate record of all property owned by it, its debts, and its

- revenues and expenses.
- c) Keep all accounting records of the Corporation (other than the accounts of receipts and disbursements and those relating to the deposits of money and other valuables of the Corporation, which shall be kept by the treasurer).
  - d) Create both a short-term and a long-term budget for the Corporation.
  - e) Render to the Board, whenever the Board may require, an account of the financial condition of the Corporation; and
  - f) In general, perform all duties incumbent upon the office of Comptroller and such other duties as from time to time may be assigned to such Executive by the President, or the Board. If a Comptroller shall not be appointed by the President, the duties of the Comptroller in this Section specified shall be performed by the Treasurer.
  - g) The corporation shall, in all things, act or refrain from acting so as not to subject itself to taxes imposed by IRS (Self-dealing), (failure to distribute income), (investments jeopardizing charitable purposes) or (taxable expenditures) of the IRS or corresponding portions of Federal Internal Revenue law.

**Section 7. Communication Manager.** The Communication Manager (“CM”), if one shall be appointed by the President as in **Article VI.2** herein provided, shall:

- a) Communicate the Corporation’s mission, vision, and strategic plan with all stakeholders.
- b) Develop crisis communication plans, including managing communication around external and internal complaints, concerns, and crises.
- c) Ensure confidentiality in all sensitive matters.
- d) Collaborate with the Board and the Executives of the Corporation to develop key messaging for both positive and negative media inquiries.
- e) Issue news releases for planned events and activities.
- f) Develop forward-thinking communication plans, listening mechanisms, and feedback strategies to engage internal and external stakeholders in the community the Organization serves.
- g) Develop and maintain a social media strategy.
- h) Manage website standards and content direction to ensure alignment with the Corporation’s strategies and brand.
- h) Perform additional duties as assigned.

**Section 8. Delegation of Duties.** Whenever a director is absent or whenever the Board may deem it desirable, the Board may delegate the powers and duties of a director to any other Director or Directors or to any Regional Officer.

## ARTICLE VIII Standing Committees

**Section 1.** Except as otherwise provided, the President and the Board shall appoint Standing Committee Members and shall designate the chair of any Standing Committees, or any other committees. The chairperson of each Standing Committee shall be selected

from the Directors or the Members. All such Committees shall be appointed for one (1) year commencing on or about the 2<sup>nd</sup> Saturday of January of each year. Committees shall function under such rules and regulations as the Board may approve. Each committee shall be composed of at least three (3) persons and all action taken by Standing Committees shall be subject to Board's Approval or veto.

**Section 2. Standing committees.** These are the Committees that shall be created and shall have specific mandates to maintain the organizational structure of the Corporation:

- a) **Allocations** - Responsible for the review of projects, proposals, and recommendations for program allocations.
- b) **Finance and Budget** - Responsibilities shall include fact finding for the board of matters relating to the **financial administration of the Organization**, and preparation of the annual budget for presentation to the Board and putting in motion the corporation's annual audit in cooperation with the Treasurer.
- c) **Fundraising** - Responsibilities shall include planning for the solicitation of contributions and other fundraising activities in support of the Corporation's purposes. All fundraising shall be coordinated with the Treasurer who shall provide monthly reports to the Board about the results of fundraising activities, research for new grant opportunities, and consultancy engagement (grant writers, etc.), if any.
- d) **Nominating** - Responsibilities shall be to nominate Directors at each annual meeting to fill vacancies as they occur and shall include all administrative duties that are written herein under **Section IV.2.a** of this Bylaws. **The President shall not serve on this committee** which ideally, shall be composed of Members and Emeritus Members, and shall consist of three persons or more. This committee shall not have the power to vote on resolutions of the Board.
- e) **Public Information** - Responsibilities shall include planning programs to gain understanding and acceptance of the Corporation by the community, development of portfolio and newsletters, management of the Corporation's social media accounts, and all other public relations functions.
- f) **Emeritus Members** – All Directors who elect to **retire** after their terms in office shall become **Emeritus Advisory Members**; may elect to serve in Standing Committees and may be invited to the Corporation's regular and special meetings. However, they shall not vote on resolutions of the Board. **They** are honorary members and shall continue to contribute to the Organization's fundraising, programs, and activities. Moreover, they shall contribute a minimum of **\$200.00** annually to maintain their honorary membership status. At its discretion, the Board may elect to keep, annul, or amend such membership requirements.

**ARTICLE IX**  
**Contracts, Checks, Drafts, Bank Accounts**

**Section 1. Execution of Contracts.**

- a) Except as otherwise required by statute, the Articles of Incorporation, or this Bylaws, any contract or other instrument may be executed and delivered in the name and on behalf of the Corporation by the President, or the Vice President of the Corporation, and must list at least one (1) more Director who shall solely serve as a witness. The Board may authorize any other Director or Directors to execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances as the Board may determine.
  
- b) The Corporation may execute instruments conveying mortgaging or affecting any interest in its lands by instruments sealed with the common or corporate seal or the “words” Corporate or their equivalent and signed in its name by its President or Vice President. Such Directors may similarly execute satisfaction or partial releases of mortgages and acquittances for debts. No Corporate resolution **needs** to be recorded to evidence the authority of the person executing the deed, mortgage, or other instruments for the Corporation, and an instrument so executed shall be valid whether or not the Director signing for the Corporation was authorized to do so by the Board in the absence of fraud in the transaction or action taken by the person receiving it. In case of fraud, subsequent transactions with good faith purchasers for value and without notice of the fraud shall be valid and binding on the Corporation.
  
- c) No Standing Committee members or Advisor or a single Director can enter a fiduciary contract on behalf of the Corporation. The Board has the sole power to enter a fiduciary contract on behalf of the organization and shall designate who can legally execute contracts on its behalf.

**Section 2. Checks, Drafts, etc.** All checks, drafts, bills of exchange or other orders for payment of money out of the funds of the Corporation, and all notes or other evidence of indebtedness of the Corporation shall be signed in the name and on behalf of the Corporation by any Director or Executive of the Corporation designated by the Board.

**Section 3. Deposits.** All funds of the Corporation not otherwise employed shall be deposited within three (3) business days to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may from time to time designate or as may be designated by any Director or Directors of the Corporation to whom such power of designation may from time to time be delegated by the Board. For deposit and collection for the account of the Corporation, checks drafts, and other orders for the payment of money, which are payable to the order of the Corporation may be endorsed, assigned, and delivered by any Director or Executive of the Corporation.

**Section 4. General and Special Bank Accounts.** The Board may from time to time

authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board may designate or as may be designated by any Director or Directors of the Corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

**Section 5. Audits.** During March of each year, the Board shall secure the services of a competent and disinterested auditor or accountant, who shall make a careful audit of the books and accounts of the association and render a report in writing thereon, which report shall be submitted to the Directors of the Corporation at their annual meeting. This **report shall include at least:** (1) a balance sheet showing the true assets and liabilities of the association, (2) an operating statement for the fiscal period under review which shall show the cost of, and income from sales and the gross income or loss from each of the commodities handled during the period; (3) and itemized statement of all expenses for the period under review.

## **ARTICLE X**

### **Contracts with Directors**

No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the Directors of the Corporation are Directors, or Executives of such other corporation or are peculiarly or otherwise interested in such other corporation or in such contractor other transaction of in such act of the Corporation. Any Director of the Corporation individually, or any firm or association of which any Director may be a member, or any corporation of which he/she may be a Director, or Executive, may be a part to, or may be peculiarly otherwise interested in, any contractor transaction of the Corporation, provided that the fact he, individually, or such firm, association or corporation in such party, or is so interested, shall be disclosed or shall have been known to the Board or a majority of such members thereof as shall be present at any meeting of the Board at which action upon any such transaction shall be taken. Any Director of the Corporation who is also a Director of such other corporation or who is so interested individually, or is a member of any firm or association of is a Director, or Executive of any corporation which is a party to such contract or other transaction, or is so peculiarly or otherwise interested, may be counted in determining the existence of a quorum at any meeting of the Board which shall authorize any such contract or transaction, and may vote thereat to authorize or ratify any such contract or transaction, with like force and effect as if he/she were not such a party or not a member of such firm or association; or not a Director, or member of such other corporation or not so interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he/she is also a Director, or Executive of such subsidiary or affiliated corporation.

## **ARTICLE XI Indemnification**

The Corporation shall indemnify Directors and their heirs, executors and administrators to the full extent permitted by the appropriate Section of the New York General Corporation, by appropriate action of its Board of Directors, may indemnify Directors and their heirs, executors, and administrators to the full extent permitted by the aforesaid Statute.

## **ARTICLE XII Amendments**

These Bylaws may be amended or repealed, or new Bylaws may be adopted at an annual or special meeting of the Board by a majority vote of the Directors. A vote to amend may be taken at any Board's meeting so long as Directors have been given at least one (1) week written notice of the meeting, stating time and place where the meeting shall happen. The proposed amendment must have been provided to the Directors in written form at the time of notification of said meeting.

## **ARTICLE XIII Compensation**

**Section 1.** Neither the Directors of the organization if any, nor members thereof, shall receive, directly or indirectly, any compensation for their service. Provided, nothing herein shall prevent reimbursement for expenses incurred on behalf of the organization. If the Board so elects, only the President, if acting as Chief Executive Director, or an approved Director shall receive an agreed-upon compensation from the organization.

**Section 2.** Any payments made to a Director of the Corporation such as salary, or entertainment expense incurred by such Director which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service shall be reimbursed by such Director to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors of the Board to enforce payment of each such amount disallowed. In lieu of payment by the Director, subject to the determination of the Board, proportionate amounts may be withheld from the Director's future compensation payments until the amount owed to the Corporation has been recovered.

## **ARTICLE XIV 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. Such authority may be general or confined to **specific instances**.

**ARTICLE XV**  
**Long-Term Employment Contracts**

The Board may authorize the Corporation to enter into employment contracts with any executive Director for periods longer than one (1) year and any Article or Bylaws provision for annual selection shall be without prejudice to such contract rights of the Director under such contract.

**ARTICLE XVI**  
**Loans to Directors, Directors, and Employees**

The Corporation may lend money to guarantee any obligation of, or otherwise assist any Director, Directors, or employee of the Corporation, or of a subsidiary, including any Director who is a Director of the Corporation or a subsidiary, whenever, in the judgment of the Directors, such loan, guarantee or assistance may reasonably be expected to benefit the corporation. The loan, guarantee, or other assistance may or with or without interest, and may be unsecured, or secured in such manner as the Board shall approve.

**ARTICLE XVII**  
**Corporate Objectives**

The objectives of this Organization shall be:

- a) To receive, raise and administer funds for educational and charitable purposes and, to that end, to take and hold by bequest, devise, grant, gift, purchase or otherwise property or other items of value and invest, reinvest or deal with it and with the principal or income thereof in such manner as in the judgment of the Board of Directors, will best promote the purposes of the corporation, except such limitations, if any, as may be contained in the instrument under which such property is received, the articles of Incorporation, these Bylaws, or applicable law.
- b) Without limitation on the foregoing, one of the principal purposes of this Organization shall be the fostering of educational opportunities, capacity building, peace education and empowerment.
- c) To do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for this Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the purposes of this organization.
- d) The purposes for which this Organization is organized shall be confined to those which are educational and charitable in aid.
- e) The corporation shall not engage nor shall any of its funds, property of income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the foundation participate in or intervene in (including the publishing or

distributing of statements) any political campaign on behalf of any candidate for public office.

- f) It is not the purpose of this corporation to be an adjunct or alternative to public school funding or budgeting and it shall not permit itself to be seen or used in that manner. It is, rather, the purpose of the corporation to provide educational, charitable, and scientific funding for academic purposes beyond those ordinarily funded by the school system.
- g) Discretionary funding of any endeavor by this organization shall not be subject to the control of outside entities, either public or private. It is the duty of the Directors, and each of them, to protect and preserve the autonomy of both the organization and its assets.
- h) Although Mirebalais Avant Tout, Inc. may associate itself with another organization, the aforementioned organization shall own all its properties now and hereinafter. No agencies or other entities shall have any power to convey, seize or mortgage any property (ies) now owned by this said organization. The Board of Directors has the sole power to convey and mortgage a property. If the organization ceases to exist, any property owned shall be disposed, convey or sell to further any benevolent activities in accordance with the State of New York.

### **ARTICLE XVIII Order of Business**

The order of business at meetings shall be as follows:

1. Calling the roll of Directors and Members and announcement of a quorum (sign-in sheets may be used in lieu of roll call).
2. Reading or displaying Mirebalais Avant Tout's Pledge.
3. Reading or displaying the minutes of the previous meeting.
4. Treasurer's Report.
5. Reports of Directors and Committees.
6. Old or unfinished business.
7. New business.
8. Chairperson's final word (Wrap-up).
9. Adjournment.

The order of **business may be waived** by a two-thirds vote of the Board of Directors present and voting.

### **ARTICLE XIX**

The foregoing Bylaws, after having been read, article by article, were amended and adopted by the Board of Directors and certified by the Clerk of the Corporation at the meeting held on Friday the 1<sup>st</sup> of November 2024. Adopted by a vote of the Board of Directors by resolution (Resolution 10-18-2024:01) and vote of **8** in favor of adoption, to **0** abstention to adoption, and **1** absent at the Organization office (Zoom Boardroom).

We, the Board of Directors of the aforementioned corporation do hereby certify that the foregoing pages constitute the full and complete Bylaws in full force and effect, same having been properly **adopted and amended by the board at the corporate local headquarters called** meeting on the date aforementioned:

## DIRECTORS

Approving:

Absent:

    8    

    1    

- |  |               |
|--|---------------|
| 1. <b>Kiventzcy Guerrier – President</b>               | <b>Yes</b>    |
| 2. <b>Florence T-Bellegarde - Vice-President</b>       | <b>Yes</b>    |
| 3. <b>Louis E. Guignard – Treasurer</b>                | <b>Yes</b>    |
| 4. <b>François Diderot Dubuisson - Clerk-Secretary</b> | <b>Yes</b>    |
| 5. <b>Arsonval M. Cantave – Director</b>               | <b>Absent</b> |
| 6. <b>Emmanuel Cantave – Director</b>                  | <b>Yes</b>    |
| 7. <b>Fonrose Rosemond – Director</b>                  | <b>Yes</b>    |
| 8. <b>François J. Sylvain – Director</b>               | <b>Yes</b>    |
| 9. <b>Vivens Joachim – Director</b>                    | <b>Yes</b>    |

The aforementioned Directors, together with such others as may be selected or appointed by the board with or to succeed them, are constituted a body corporate, without capital stock, by the name of Mirebalais Avant Tout, Inc.

**Bylaws Adopted:  
August 4, 2019**

**Amended (1):  
September 26, 2022**

**Amended (2):  
October 18, 2024**

*[Drafted by: Dr Ricardo B. Telemaque II, PhD; Esq., Consultant/Attorney]*