

Ole Farmers Association North America Inc. (OFANA)

Bylaws

Amended and Restated May 27th, 2023

ARTICLE I: NAME

The name of the organization shall be the Ole Farmers Association, North America Inc. (OFANA).

ARTICLE II: MISSION STATEMENT

The Ole Farmers Association North America Inc. founded June 30, 2007, is the premier Ole Farmers Alumni Organization in North America. Our mission is to preserve the spirit, values, and guiding principles of our Alma Mater. We will accomplish this through a strong network of members by leveraging our training, talents, resources, and experiences through social activities in support of altruistic endeavors.

ARTICLE III: PURPOSE

The Ole Farmers Association North America Inc. (OFANA) is organized exclusively for charitable educational and related purposes to foster the advancement of Agricultural Education among students pursuing degrees in Agriculture and related Sciences under section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV: BOUNDARIES

The Ole Farmers Association North America Inc. encompasses all Ole Farmers' social and altruistic activities in North America, Canada, and locations outside of Jamaica.

ARTICLE V: MEMBERSHIP

Membership in the Ole Farmers Association North America Inc. is open to graduates of:

1. Government Farm School,
2. Jamaica School of Agriculture
3. College of Agriculture
4. College of Agriculture, Science and Education and.
5. Successor Institutions

Residing in the aforementioned boundaries.

Associate membership shall be open to individuals who attended one of the institutions but did not graduate; and who are willing to advance the Mission of the Corporation.

An associate member shall have all the privileges and benefits of membership including voting, but cannot hold an Executive Office within the Corporation.

Each Ole Farmer Member will have one (1) vote in matters pertaining to the Corporation. An annual membership fee of \$100.00 (or any subsequent figure), is required for membership and only members in good and regular standing are eligible to vote.

A membership chairperson will be appointed by the Executive and is responsible to execute membership drives, recruit new members, and institute plans for the retention of current members.

ARTICLE VI: OFFICERS

The officers of the Corporation shall be a President, and an Executive Board that consists of one Vice President from each of the recognized region, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and a Public Relation Officer. The President or designee shall preside over the meeting, planning sessions and activities of the Corporation. The collection of Officers shall also be referred to as the "Executive."

ARTICLE VII: DUTIES OF THE OFFICERS

Section 1: The President Shall:

1. Preside over all Annual General and executive meetings
2. Appoint special committees if deemed necessary to accomplish Corporation activities
3. Develop and circulate the meeting agendas and meeting objectives
4. Work with the Executive to set the strategic direction of the Corporation
5. Be responsible for managing the overall compliance of the Corporation as it relates to its Bylaws
6. Maintain order at all meetings
7. Present an annual report at the Annual General Meeting (AGM)
8. Ensure that directives from the Board are fulfilled

Section 2: The Vice-Presidents Shall:

1. Assume the duties of the President in his/her absence or resignation
2. Be the chairperson on an appointed committees and act as the aide of President
3. Be responsible for assisting in membership drives for the Corporation within his/her region
4. Be a thinking partner along with the President on the strategic forward trajectory of the Corporation
5. Provide an annual budget forecast to the corporation one month before the annual general meeting (AGM)

Section 3: **The Secretary Shall:**

1. Record the proceedings of the annual general and executive meetings
2. in collaboration with the treasurer, maintain and update list of paid-up members and donors
3. Maintain a registry of the skill bank of the Corporation
4. Conduct the general correspondence of the Corporation as directed by the President
5. **The Assistant Secretary** shall support and fill these activities in the absence of the Secretary

Section 4: **The Treasurer Shall**

1. The treasurer shall be the custodian of the Corporation's assets by keeping accurate records of all disbursements, donations, and payments received
2. Collect fees and maintain accurate record of paid- up members
3. Keep accurate records of all disbursements, donations and payments received
4. Provide financial statement/tax receipt to donors
5. In collaboration with the secretary, disseminate annual membership invoices
6. Submit monthly financial reports prior to the Executive Meeting.
7. Ensure that the Corporation is registered with the secretaries of state in all cities/states of operation
8. Ascertain that the Corporation meets legal State/Federal reporting requirements
9. Assure timely tax filing for the Corporation
10. Maintain all financial reports such as Income Statement and Balance Sheet of the Corporation funds on a storage device to be transferred to the successive treasurer
11. Be a member of the finance committee
12. Prepare the Corporation's annual budget forecast to be presented at the AGM
13. **The Assistant Treasurer** shall support and fulfill these activities in the absence of the Treasurer and shall be appraised and privy to all Corporation financial transactions.

Section 5: **The Public Relation Officer (PRO) Shall:**

1. Work collaboratively with the executive in advancing the objectives of the organization with its membership as well as its other stakeholders
2. Work collaboratively with the Vice Presidents in the membership drive for the Corporation
3. Be responsible for the execution of the activities related to the Corporation's annual General meetings
4. **Overall, be the liaison to represent and align the Corporation's mission with other related and allied organizations**
5. **Be the representative to the executive for any ad-hoc or working committee that is sanctioned by the Executive to perform social activities for the Corporation**
6. **Implement media campaign, seek advertisements, and public awareness for all Corporation activities**

ARTICLE VIII: THE EXECUTIVE

Members of the Executive shall include the officers and Committee Chairpersons. All officers and Chairpersons must reside within the boundaries as designated by ARTICLE IV of the Corporation

An executive member may be removed by the vote of a majority of a duly constituted executive for failure to attend 50% of executive meetings held within a 12- calendar month or at any time for conduct that is not in the interest of the organization, namely:

- Using obscene languages in the executive meeting
- Misappropriation of Corporation funds
- Self-interest activities/conflict of interest
- Activities that are in violation of the bylaws
- Other conducts deemed to be egregious by the executive

No member shall be removed without first giving due notice of the opportunity to be heard by the Executive to show cause of why his/her failure or conduct should be excused.

ARTICLE IX: MEETINGS The executive of the Corporation shall meet a minimum of six(6) times per year to discuss Corporation business. Annual General membership meetings will be held once per year. Some items to be accomplished at the Annual General Meeting are the election of officers; approval of reports and plans for the next year's meeting. Any substantial changes to the Corporation's charter must be confirmed by a majority of its membership at the AGM

Section 1: Emergency Meeting:

An emergency meeting is categorized as anything that negatively impacts the College (CASE), the Corporation and its stakeholders. The purpose of the meeting shall be stated in the notice and may only include purposes that bear lawful and proper for the members to consider.

Section 2: Annual General Meeting

The Annual General Meeting shall be held once (1) per year in the month of May on Memorial Day weekend. A quorum shall be 1/3 of all paid up members for decision making at the Annual General Meeting. The meeting may proceed as follows:

- President or designee calls the meeting to order
- President's report
- Committee reports
- Treasurer's report
- Decision of Action Items from previous meetings
- New Business/Plans
- Other Open Items
- Date, time, and venue for the next Annual General meeting

ARTICLE X: ELECTION OF OFFICERS

Election of officers should be biannually. If no qualified person is identified to replace the incumbent, the same may remain in the position based on previous performance on a yearly basis. If unfit to serve, the position will remain vacant until a qualified person is identified to fill the position. In the case of a Vice President, the President has the right to appoint an active member to act in that position until a replacement is identified.

To be eligible to become an officer, one must be a paid-up member for at least two years, except for members of the inaugural Executive.

ARTICLE XI: VOTING

All eligible members are entitled to cast one vote. Voting may be done in person at the general meeting or through verifiable electronic means/medium. See Standard Operating Procedures on Voting for electronic guidelines.

ARTICLE XII: FUNDING

Funding for the Corporation will be through payment of dues, voluntary contributions, grants and other fundraising activities. Funds shall be reconciled with the budget forecast income and expenditures.

ARTICLE XIII: AMENDMENTS TO THE BYLAWS:

These Bylaws shall be amended only at a specially called meeting; the proposed amendments must be submitted to the membership at the Annual General Meeting for voting.

ARTICLE XIV BOOKS, RECORDS AND REPORTS

The organization shall send a financial report to the members no later than three months after the fiscal year has ended (June 1st- May 31st).

ARTICLE XV: NON-PROFIT OPERATIONS

The Corporation will not have or issue shares of stocks. No member of the organization has any vested right, interest or privilege in, or to the assets, property, functions or activities of the corporation.

ARTICLE XVI: INDEMNIFICATION

The Corporation shall indemnify each officer to the full extent permitted by the state law in which it is incorporated. The officer shall indemnify the corporation to the full extent permitted by the state law in which it is incorporated.

ARTICLE XVII: DISSOLUTION OF ASSETS:

In the event of dissolution of the corporation the assets shall be distributed only through organization that enjoy the exempt status in accordance with the provision of Section 501 (c) (3) of the US Internal Revenue Code or 1954 (26.U.S., C.A.) or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XVIII: FINANCIAL CONTROL

General

The treasurer and assistant treasurer have the fiduciary responsibility to the members to ensure that the funds are utilized in accordance with the terms and conditions of the corporation. There are additional restrictions that apply universally to the expenditure of the Corporation's funds. Some of these represent controls intended to enhance the fiduciary function of the Organization, while others emanate from the various legal administrative constraints within which the Organization operates.

A. Corporation funds may not be expended for any activity or purpose that:

1. Jeopardizes the Corporation fundamental status as a charitable organization as defined by the Internal Revenue Code Section 501 (c) (3)
2. Benefits the campaign of any candidate for public office
3. Is paid for, or insures to, personal benefit of an individual
4. May involve or create liability exposure for the Corporation
5. Is not considered a customary or reasonable expense incurred while conducting the Corporation business
6. Fails to meet standards of equity and ordinary prudence in the management of the property of another

B. Examples of Expenditures that may not be paid from the Corporation funds include:

1. Fines, traffic tickets, parking tickets, impound and or towing fees
2. Office supplies that are not business related, customary or reasonable
3. Furniture or equipment that is not business related customary or reasonable
4. Political campaign contribution

C. Disbursement Approval:

1. All expenditure of the Corporation funds exceeding \$250.00 require the approval of the Executive.
2. All expenditures of the Corporation funds require the signature of the Treasurer or other persons designated on the Corporation Transaction Authorized Signature list.

D. General Disbursement Policies- Applicable to All Funds

1. In spending Corporation funds, the Organization requires officers to be accountable and exercise good judgment.
2. Display just prudence, and maintain a high sense of ethics, in making expenditure decisions.
3. Disbursements will be monitored for reasonableness.
4. Action should be taken immediately to protect the Corporation in an event of inappropriate disbursements.

ARTICLE XX: CONFLICT OF INTEREST

Executive members and or immediate family should refrain from any activities that can be perceived/viewed as conflict of interest. An individual with a financial interest directly or indirectly, through business, investment, family, ownership or investment interest, compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or agreement. Compensation includes direct and indirect remuneration as well as gifts or favors. Potential conflict of interest shall be declared by the executive member, documented in the minutes, and action taken by the Executive.

ARTICLE XIX: CERTIFICATION OF THE BYLAWS

These by-laws were amended and approved at a meeting of the Executive and by a majority vote at the Corporation's Annual General Meeting held May 27th, 2023.