

**AMENDED BY-LAWS
OF
THE VIRGIN ISLANDS ASSOCIATION, INC**

**ARTICLE I
THE PURPOSE**

PURPOSES OF THE ORGANIZATION:

- A. To promote closer fellowship among Virgin Islanders, and non-Virgin Islanders with a demonstrated or stated interest in the Virgin Islands;
- B. To foster among Virgin Islanders a sense of belonging and loyalty to the Virgin Islands;
- C. To determine ways in which Virgin Islanders can contribute to the economic, social, and cultural progress of the Virgin Islands;
- D. To provide legislative information for better understanding of the impact to the Virgin Islands and its people;
- E. To sponsor and coordinate conferences in order to inform Virgin Islanders of their homeland, its problems, its needs, its plans, and its progress towards fulfillment of its goals;
- F. To plan and implement social and cultural activities;
- G. To maintain direct lines of communication with government officials, the private sector, and grassroots organizations in order to plan jointly for the betterment of the Virgin Islands; and
- H. To provide a support group for Virgin Islanders attending college in the Virginia, Maryland, and the District of Columbia areas, through scholarships, social and networking events.

**ARTICLE II
MEMBERSHIP**

- A. The Association shall consist of individuals who adhere to the purposes and objectives of the Association and have fulfilled their dues obligations. Dues will be determined by the Board of Directors, approved by the membership, and shall be paid at the beginning of the operating year. Full-time college students will receive a discount on the membership dues.
- B. Each member shall have one (1) vote in the conduct of the Association's business. Voting by proxy is authorized. Proxies are limited to two (2) per member.
- C. The Association shall act by majority vote of the members present at any meeting.

**ARTICLE III
CAPITAL STOCK**

The Association shall not issue any capital stock.

ARTICLE IV BOARD OF DIRECTORS

The Board of Directors shall formulate policy, plans, and programs for the conduct of the business of the Association, and shall recommend the same for appropriate action by the Association. The Board of Directors shall consist of the elected officers of the Association, the chairpersons of the standing committees, and one (1) at-large member elected from the general membership. The President of the Association shall act as the chairperson of the Board of Directors.

ARTICLE V COMMITTEES

STANDING COMMITTEES

The President shall nominate and or seek volunteers to Chair the following standing committees. The Chair shall select the committee members. Members are encouraged to volunteer to serve on these standing committees.

- A. Membership and Fund Raising Committee: The membership/fundraising committee shall be responsible for recruiting members, maintaining members, maintaining a current mailing list of members, recommending the dues structure changes, notifying members of meetings, and other activities that will enhance the membership of the organization, and for raising funds for The Association to help defray costs and expenses for different functions.
- B. Public Relations and Social-Cultural Committee: The public relations/social-cultural committee shall organize and conduct publicity activities related to promoting Association events; act as liaison between the media and other relevant organizations regarding The Association's activities; plan and direct social and cultural events and promote the culture of the Virgin Islands; and act as consultant to other standing committees regarding the promotion and publication of The Association's activities.
- C. Legislative and By-Laws Committee: The legislative/by-laws committee shall monitor major legislative developments affecting the Virgin Islands, conduct research on alternatives for the effective resolution of problems, communicate research findings to the members, and make recommendations for appropriate actions; and shall meet as needed to consider recommend changes to the By-Laws and Standard Operating Procedures.
- D. Election and Nominating Committee: A three (3) member committee elected by the membership shall establish a state of candidates, review credentials of candidates, and submit the slate to the membership at least thirty (30) days prior to elections. The committee is responsible for ascertaining that potential candidates are aware of the duties and responsibilities of the office that they are seeking and agree to serve for at least one (1) year if elected. This committee shall also be responsible conducting the election of officers and shall be responsible for assuring the integrity of the ballots and the tallying of the election results.

ARTICLE VI OFFICERS

- A. The following officers shall be elected and shall serve a term of one (1) year and/or until their successors are elected and installed. Any officer may be removed for good cause by two-thirds (2/3) of the membership. The board of directors may appoint a member of the Association to complete the term of the removed, resigning, deceased, or incapacitated officer.
 - 1. President: The President shall be the chief executive officer of The Association. This individual shall preside over all the meetings of the Association.

2. Vice President: The Vice President shall preside at the meetings of The Association and the Board of Directors in the absence or disability of the President and shall have the powers and duties of the President on these occasions.
3. Secretary: The Secretary shall record the minutes of all meetings of The Association and submit such minutes for approval at the next meeting of The Association. The Secretary shall record the minutes of the Board of Directors and submit them for approval to the next meeting of this body.
4. Treasurer: The Treasurer shall keep the financial accounts and records of The Association and maintain the funds of The Association in appropriate accounts. The Treasurer also shall render a written report to The Association at the monthly meetings which shall be included in the minutes.

ARTICLE VII ELECTIONS

- A. Election of Officers shall be held during the May meeting of each year. June will be the transition period. Newly elected officers will begin their term on July 1. The outgoing officers will continue to act during the transition period.
- B. Only members in good financial standing may vote for officers.
- C. Voting shall be by secret ballots. Voting by mail and by proxy is allowed.
- D. The Election/Nominating Committee shall meet in April to establish the slate of candidates and present the slate to the membership at the May meeting.
- E. Any member in good standing may at any time up to twenty-four (24) hours before the May meeting, submit names of candidates to the nominating committee chairperson.
- F. All nominees will be introduced to the membership at the May meeting.
- G. The Elections Committee shall be responsible for preparing ballots.
- H. The Elections Committee shall be responsible for assuring the integrity of the ballots and the tallying of the results.

ARTICLE VIII MEETINGS

- A. Regular meetings of the Association shall be on the third (3rd) Saturday of each month at a location to be determined by the President.
- B. Special meetings of the Association may be called at any time by the President.
- C. A quorum for conduct of business at any Association meeting shall consist of ten (10) members.
- D. *“Robert’s Rules of Order”* will be used for the conduct of all meetings.

**ARTICLE IX
FINANCE**

- A. Earnings: No part of the income or net earnings of the Association, current or accumulated, shall ever accrue to the benefit of any member.
- B. Income: If at any time the Association is a private foundation within the meaning of the Internal Revenue Code (hereinafter, the "Code"), then the Association shall distribute its income for each taxable year at such time and in such manner as not to subject The Association to tax under the Code.
- C. Self-Dealing: The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- D. Investment: The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

**ARTICLE X
EXPENDITURE**

Expenditure: The Board of Directors may authorize any officer or agent to make such expenditures that are necessary for the purpose of transacting the business of the Association. The Board of Directors shall not authorize any taxable expenditure as defined in Section 4945(d) of the Code.

**ARTICLE XI
INDEMNIFICATION**

Indemnification: The Association shall indemnify any officer or former officer of the Association against expenses incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of having such an office, except in relation to matters as to which he/she shall be adjudged in such action, suits, or proceeding to be liable for negligence or misconduct in the performance of a duty.

**ARTICLE XII
DEBTS**

Property: The private property of the officers and/or members of the Board of Directors shall not be subject to the payment of the Association's debts to any extent whatsoever.

**ARTICLE XIII
AMENDMENT**

Amendment: This Constitution and By-Laws may be amended by a vote of two-thirds(2/3) of the members present and voting at any meeting of the Association provided written notice of proposed action is sent to Association members at least fifteen (15) days prior to the meeting. A Standing Operating Procedure (SOP) is attached to this document as an addendum. This SOP provides explanation, definitions, and procedural guidelines for the Association.

VIRGIN ISLANDS ASSOCIATION (VIA) STANDARD OPERATING PROCEDURES

ADDENDUM TO VIA BY-LAWS

The purpose of this document is to provide the guidelines and framework on which VIA will operate, and to provide explanation and additional details for some topics in the by-Laws. These procedures may be amended as appropriate by the By-Laws Committee upon direction from the Board of Directors. The Standard Operating Procedures shall be filed with the By-Laws.

Procedures for Nominations and Elections: Members will be provided with the opportunity to nominate each other or themselves for an officer position during the annual elections process for VIA Officers. The elections process will include the presentation of a slate of candidates, statements of interest from each candidate and a confidential balloted voting process.

DEFINITIONS:

Virgin Islander: Anyone born, raised, and or residing in the Virgin Islands, and the spouse, partner, significant other, child, or friend of such, with a stated and demonstrated interest in the cultural, economical and political well-being of the Virgin Islands, who has completed an application for membership.

Member-in-good-standing: A member whose annual dues has been paid for the current operating year.

Good Cause: Any activity which is contrary to the purpose of the Association, or which violates any of the Articles of incorporation, including, but not limited to, attending or conspiring, political fund raisers, luncheons, dinners or other partisan political events prohibited by 501c(3) status code, unauthorized use of VIA funds, failing to support, VIA activities, and failing to adequately perform the functions of the office.

Board of Directors: This is the governing body of VIA which includes the elected officers, the Chair of the standing committees, and 1 at-large member.

Proxy: The authority given to a person to act on behalf of another person. The by-laws authorize two (2) proxies per member. The member giving the proxy, at his/her discretion, may or may not specify if it is a general or limited proxy. There is no requirement either way. The proxy must be submitted in writing (text or email), or except in an emergency, a telephone proxy is allowed. Proxies can be turned in to any Board Member, and can be turned in at any time prior to a vote at a given meeting.

Operating period: The period in which the Association begins planning events and activities for the year. This period is from July to June of the following year.

Election term: The period during which elected officers serve their terms. This period is from May to April.

Membership period: The 12-month period covered by the membership dues. That period is from May to April.

Procedures for minutes: The secretary will record the minutes of all meetings. At a minimum, the minutes will contain: date, time, and location the meeting was called to order, who presided over the meeting, names of the members present and whether there was a quorum, whether members had Proxies; how many, and for whom, a record of all motions; who made the motion, what the vote count was (For, Against, Abstained), A synopsis of all discussions, The minutes should be grammatically correct and properly punctuated, and the time the meeting adjourned. The association should procure a voice activated tape recorder as a back up to the written minutes of all meetings. The tape from this recorder will be maintained until the minutes are approved. Within five (5) days after a meeting, the secretary shall submit a draft of the minutes to all members attending the meeting for review. This can be done via

email. After review and necessary changes have been made, the minutes will be submitted for approval at the next scheduled meeting.

Procedures for Treasurer/Financial Report: A hard copy of the Treasurer's report will be provided to each member at the meetings. At the minimum, this report will provide data on all transactions on the account since the last meeting, including deposits, withdrawals, interests, dividends, and service fees. Once that report is approved, a copy will be given to the secretary to be maintained with the Associations records. All checks for withdrawals of funds shall require two (2) signatures (the Treasurer's and the President's or Vice President's). Expenditures of funds in excess of five hundred dollars (\$500) shall be approved by majority vote of members of the Board of Directors present at any meeting.

Procedures for committees: The President shall nominate all committee chairs. The Chair will select the committee members (3 minimum). The Chair will provide a list of committee members, description of any events the committee intends to conduct, a proposed budget, a venue for the event, and a strategy for completion and fundraising to the Board of Directors for approval. Although Association general meetings will be conducted monthly, committees will meet as often as necessary to complete the business of the respective committee.

Procedures for meetings: General membership meetings will be held once a month on the third Saturday of each month. The President will call a meeting with the Board of Directors in July to facilitate the change of administration, develop a strategic plan, and submit programs and events for the year. The President or a designee shall preside over and facilitate all general membership meetings. Roberts Rules of Order will be used to conduct meetings. The board may appoint a Sergeant-at-Arms to help maintain order during the meetings, and to assist with the application of Roberts Rules. The meetings will begin and end at the announced times.

**ARTICLES OF INCORPORATION
OF
THE VIRGIN ISLANDS ASSOCIATION**

To: Department of Consumer and Regulatory Affairs, Washington, D.C.

We, the undersigned natural persons of the age of twenty one years or more, acting as incorporators of the above named Association, adopt the following Articles of Incorporation of such Association pursuant to the District of Columbia Nonprofit Association Act (D.C. Code Title 29 Chapter 5).

First: The name of the Association is the Virgin Islands Association (hereinafter, the "Association").

Second: The period of the Association's duration is perpetual.

Third: The purpose for which the Association is organized is:

- A. To promote closer fellowship among Virgin Islanders;
- B. To foster among Virgin Islanders a sense of belonging and loyalty to the Virgin Islands;
- C. To determine ways in which Virgin Islanders can contribute to the economic, social and cultural progress of the Virgin Islands;
- D. To provide legislative information for better understanding of the impact to the Virgin Islands and its people;
- E. To sponsor and coordinate conferences in order to inform Virgin Islanders of their homeland, its problems, its needs, its plans, and its progress toward the fulfillment of the its goals;
- F. To plan and implement social and cultural activities;
- G. To maintain direct lines of communication with the government officials, private sector and grassroots organizations in order to jointly plan for the betterment of the Virgin Islands.
- H. To exercise al the powers of Associations formed under the District of Columbia Nonprofit Association Act which are necessary or convenient in order to accomplish the above described purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

Fourth: The Association shall have members as provided in the by-laws.

Fifth: The election of the Board of Directors shall be as provided in the **by**-laws of the Association.

Sixth: The Association shall not issue any capital stock.

Seventh: At all times, the Association shall be nongovernmental, nonpolitical, and non-partisan.

Eighth: At all times, the Association shall not exercise any power of authority, expressed or implied, that would constitute a risk in preventing it from qualifying and continuing to qualify as a Association described in Section 501c(3) of the Internal Revenue Code of 1954 (hereinafter the "Code"). The Association shall not engage in any activity that would constitute risk of causing the loss of qualification pursuant to 501c(3) of the Code.

Ninth: No part of the assets or net earnings of the Association shall ever be used, nor shall the Association be operated for any purpose that is not exclusively charitable or educational within the meaning of 501c(3) of the Code, nor shall any part of the earnings of the Association inure to the benefit of any private individual.

Tenth: The Association shall not engage in carrying on propaganda, or otherwise advocate or oppose pending or proposed legislation to an extent that would disqualify it from tax exemption under 501c(3) of the Code, nor shall the Association directly or indirectly participate or intervene in any political campaign.

Eleventh: No contribution, gift, bequest, or devise to the Association shall be accepted upon any condition that would risk the Association's federal income tax exemption status.

Twelfth: The Association shall not engage in any act of self-dealing, nor shall it retain any business holdings, nor make investments in such a manner as to subject it to tax liabilities under the Code.

Thirteenth: Upon termination, dissolution, or winding up of the Association in any manner, or for any reason, voluntary or involuntary, its assets, if any remaining after the payment or provision for payment of all liabilities of the Association, shall be distributed to, and only to one or more organizations described in Section 501c(3) of the Code.

Fourteenth: The name and address of each incorporator is:

Robert Finch
26 – 9th Street, NE, #B
Washington, DC 20002

Arline Swan
431 Rittenhouse Street, NW
Washington, DC 20011

Clarence V. Beverhoudt
3300 – 16th Street, NW, #101
Washington, DC 20010

Fifteenth: The address of the initial registered office of the Association is:

The Virgin Islands Association
26 – 9th Street, NE, #B
Washington, DC 20002

[NOTARIAL ACKNOWLEDGEMENT BELOW INTENTIONALLY LEFT BLANK. SEE ORIGINAL NOTARIAL SIGNATURE FOLLOWING THIS RE-FORMATTED DOCUMENT]

DISTRICT OF COLUMBIA, ss:

I _____ a notary public, hereby certify that on the ____ day of _____, 2008, the individuals named herein, _____, _____, appeared before me and signed the foregoing document as incorporators, and that the statements therein contained are true.

NOTARY PUBLIC

My Commission expires:

[ORIGINAL DOCUMENTS TO FOLLOW]

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



THIS IS TO CERTIFY that the pages attached hereto constitute a full, true and complete copy of:

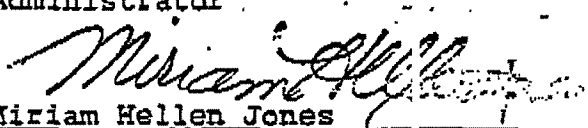
CERTIFICATE AND ARTICLES OF INCORPORATION OF
THE VIRGIN ISLANDS ASSOCIATION, AS RECEIVED AND FILED
SEPTEMBER 9, 1986.

as the same appears of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed, this the 10th day of April, 1991.

Lacy C. Streeter
Acting Director

Henry C. Lee, III
Administrator


Miriam Hellen Jones
Superintendent of Corporations
Corporations Division

Government of the District of Columbia
Sharon Pratt Dixon, Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 9TH day of SEPTEMBER, 1986, Articles of Incorporation of:

VIRGIN ISLANDS ASSOCIATION

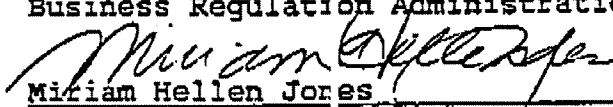
The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all annual reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 10TH day of APRIL, 1991.

Lacy C. Streeter
Acting Director

Henry C. Lee, III
Administrator
Business Regulation Administration


Miriam Hellen Jones
Superintendent of Corporations
Corporations Division

Sharon Pratt Dixon
Mayor

1637
GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that all provisions of the DISTRICT OF COLUMBIA
NON-PROFIT CORPORATION ACT have been complied with and accordingly
this CERTIFICATE of INCORPORATION
is hereby issued to THE VIRGIN ISLANDS ASSOCIATION

as of SEPTEMBER 9, 19 86.

Donald G. Murray
Acting Director

R. Benjamin Johnson
Administrator
Business Regulation Administration

Vandy L. Jamison Jr.
VANDY L. JAMISON JR.

ASSISTANT Superintendent of Corporations
Corporations Division

THE ARTICLES OF INCORPORATION

OF

THE VIRGIN ISLANDS ASSOCIATION

Department of Consumer + Regulatory Affairs
TO: ~~The Recorder of Deeds,~~ *(all)*
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of the above-named corporation, adopt the following Articles of Incorporation of such corporation pursuant to the District of Columbia Nonprofit Corporation Act (D.C. Code, Title 29, Chapter 10) ⁵ *(all)*

First: The name of the Corporation is the Virgin Islands Association (hereinafter, the "the Corporation").

Second: The period of the Corporation's duration is perpetual.

Third: The purposes for which the Corporation is organized are:

- A. To promote closer fellowship among Virgin Islanders;
- B. To foster among Virgin Islanders a sense of belonging and loyalty to the Virgin Islands;
- C. To determine ways in which Virgin Islanders can contribute to the economic, social and cultural progress of the Virgin Islands;
- D. To monitor and support legislation that is positive towards the Virgin Islands and its people;
- E. To sponsor and coordinate conferences in order to inform Virgin Islanders of their homeland, its problems, its needs, its plans, and its progress toward the fulfillment of its goals;

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BY: *LLJ*

- F. to plan and implement social and cultural activities;
- G. To maintain direct lines of communication with government officials, private sector and grass-roots organizations in order to jointly plan for the betterment of the Virgin Islands.
- H. To exercise all the powers of corporations formed under the District of Columbia Nonprofit Corporation Act which are necessary or convenient in order to accomplish the above described purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

Fourth: The Corporation shall have members as provided in the by-laws.

Fifth: The election of the Board of Directors shall be as provided in the by-laws of the Corporation.

Sixth: The corporation shall not issue any capital stock.

Seventh: At all times, the Corporation shall be nongovernmental, nonpolitical, and non-partisan.

Eighth: At all times, the Corporation shall not exercise any power of authority, expressed or implied, that would constitute a risk in preventing it from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter "the Code"). The

Corporation shall not engage in any activity that would constitute risk of causing the loss of qualification pursuant to 501(c)(3) of the Code.

Ninth: No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation be operated for the purposes that are not exclusively charitable or educational within the meaning of 501(c)(3) of the Code, nor shall any part of the earnings of the Corporation inure to the benefit of any private individual.

Tenth: The Corporation shall not engage in carrying on propaganda, or otherwise advocate or oppose pending or proposed legislation to an extent that would disqualify it from tax exemption under 501(c)(3) of the Code, nor shall the Corporation directly or indirectly participate or intervene in any political campaign.

Eleventh: No contribution, gift, bequest, or devise to the Corporation shall be accepted upon any condition that would risk the Corporation's federal income tax exemption status.

Twelfth: The Corporation shall not engage in any act of self dealing, nor shall it retain any business holdings, nor make investments in such a manner as to subject it to tax under the Code.

Thirteenth: Upon termination, dissolution, or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to one or more organizations described in Section 501(c)(3) of the Code.

Fourteenth: The names and addresses of each incorporator is:

Robert Finch
26 - 9th Street, N.E.
Apt. B
Washington, DC 20002

Arline Swan
431 Rittenhouse Street, N.W.
Washington, DC 20011

Clarence V. Beverhoudt
3300 - 16th Street, N.W.
Apt. 101
Washington, DC 20010

Fifteenth: The address of the initial registered office of the Corporation is:

The Virgin Islands Association
26 - 9th Street, N.E.
Apt. B
Washington, DC 20002

Date 9/9, 1986

I, Gulpen O Walker notary public, hereby certify that on the

9th day of September
1986 these people appeared before me Robert H. Finch

Clarence V. Beverhoudt, Arline Swan

and signed the foregoing document as incorporators, and that the statements therein contained are true.

Gulpen O Walker
NOTARY PUBLIC

My Commission Expires August 31, 1989