

BYLAWS OF GENESIS JUNKANOO ORGANIZATION

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Article 1 - Definitions

1. Director: A director on the Executive Steering Team of Genesis Junkanoo Organization.
2. EST: The Executive Steering Team of Genesis Junkanoo Organization.
3. Fiscal Year: The 12-month period that begins on 1st April and ends on 31st March.
4. Genesis, GJO or Group: Genesis Junkanoo Organization
5. Member: A member of Genesis Junkanoo Organization.
6. The Constitution: The Constitution of Genesis Junkanoo Organization.

Article 2 - The Executive Steering Team

2.1 The governing body of the Genesis Junkanoo Organization is the Executive Steering Team (or “EST”). The Executive Steering Team directs and controls the affairs of the Group by:

- (1) refining the Group’s vision and strategic agenda;
- (2) creating and implementing Group policies to affect the Group’s vision; and
- (3) exercising the powers conferred on it by the Group’s Constitution, Bylaws and Code of Conduct to achieve the Group’s aims and objectives.

2.2 The Executive Steering Team shall be comprised of:

- (1) the Chairman,

- (2) the Vice-Chairman,
- (3) the Treasurer,
- (4) the Secretary,
- (5) the Legal Counsel,
- (6) the Costume & Design Director,
- (7) the Fundraising Director,
- (8) the Marketing Director,
- (9) the Operations & Asset Management Director,
- (10) the Outreach & Community Development Director,
- (11) the Parade Management Director,
- (12) the People's Committee Director,
- (13) the Public Relations Director,
- (14) the Sponsorship Director,
- (15) the Frontline Director,
- (16) the Choreographed Dance Director,
- (17) the Rhythm Director,
- (18) the Brass Director,
- (19) the Beller Director, and
- (20) the Drum Director.

2.3 The position of Chairman, Vice-Chairman, Treasurer and Secretary shall be filled by election by simple majority of the financial members of the Group.

2.4 The Chairman shall, in consultation with the Vice-Chairman, Treasurer and Secretary, appoint Legal Counsel, the Costume & Design Director, the Fundraising Director, the Marketing Director, the Operations & Asset Management Director, the Outreach & Community Development Director, the Parade Management Director, the People's Committee Director, the Public Relations Director and the Sponsorship Director.

2.5 The Chairman shall, following initial consultation with the members of the relevant section and then broader consultation with the existing members of the Executive Steering Team, appoint the Frontline Director, Choreographed Dance Director, Rhythm Director, Brass Director, Beller Director and Drum Directors.

2.6 The Chairman shall, from time to time and in consultation with the EST, be at liberty to appoint such other persons to sit on the EST as he shall deem appropriate or necessary for the smooth function of the Executive.

Article 3 - Group Elections and Terms of Office

3.1 Group Elections shall be held every three (3) years. Nominations for all elected posts must be submitted in writing to the Secretary no fewer than two (2) weeks prior to Group Elections. A candidate may only accept a nomination for one (1) office.

3.2 The candidate who receives a simple majority of the votes for each office shall be declared elected to that office.

3.3 The term of office of each person elected to the EST shall be three (3) year period unless the member resigns, dies, is unable to fulfill their duties or is removed from office.

3.3.1. Save for the post of Chairman, a vacancy thus created in respect of an elected post shall be filled by the Assistant Director and the EST shall, following consultation with the relevant section or Committee of the Group, appoint a new Assistant Director to act for the remainder of the unexpired term.

3.3.2. If the post of Chairman shall become vacant, the Vice-Chairman shall automatically assume the post of Chairman for the remainder of the unexpired term.

3.4 The term of office for a person appointed to the EST shall be fixed by the Chairman in consultation with the EST. A vacancy created by the departure or removal of an EST member shall be filled by the Chairman following consultation with the remaining members of the EST.

Article 4 - Duties of the Executive Steering Team

4.1 Each member of the EST shall be responsible for implementation of the Group's strategic plan as relates to the member's area of responsibility. The obligations, duties and areas of responsibility of each member of the EST shall be delineated in a Mandate which the Secretary shall provide to the member at the first EST meeting of each year.

4.2 Where the Chairman appoints an additional member, the Chairman, in consultation with the EST shall cause a Mandate to be prepared to set out the duties and areas of responsibility for that appointment.

Article 5 - Meetings

5.1 EST Meetings

5.1.1 The EST shall meet at least once each month.

5.1.2 The Chairman may at his discretion convene special meetings of the EST on reasonable notice (being not less than forty-eight (48) hours notice) to all members of the Executive. The Chairman shall convene a special meeting of the EST upon the request of two-thirds of the EST.

5.1.3 The Chairman shall preside over all EST meetings. In the absence of the Chairman, the Vice-Chairman

shall preside over meetings. In the absence of the Chairman and the Vice-Chairman, the members of the EST personally present at the meeting shall elect one of their number to assume the chair.

5.1.4 At meetings of the EST, voting shall be by members physically present. In the event of a tied vote, the Chairman shall have the casting vote.

5.1.5 A simple majority present in person shall form a quorum of the EST for the transaction of ordinary Group business. If any meeting must be adjourned for want of quorum, the meeting shall be adjourned for at least forty-eight (48) hours and notice of the adjourned meeting issued to all members of the EST. At the adjourned meeting the members present whatever their number shall form a quorum and shall have power to decide upon all matters which could have been disposed of at the meeting from which the adjournment took place.

5.2 Group Meetings

5.2.1 The Group shall hold an Annual General Meeting no later than 31st March of each year to formally advise the Group of parade results and to report on the Group's financial affairs.

5.2.2 Ordinary group meetings shall be held at least once per quarter.

5.2.3 Group Meetings shall be presided over by the Chairman (or such person as he shall designate or), in the event the Chairman is absent, by the Vice-Chairman (or such person as he shall designate). In the absence of the Chairman and Vice-Chairman and in the absence of a designation by either of them, the members of the EST present shall elect one of their number to chair the meeting.

5.2.4 The EST may in its discretion convene an Extraordinary General Meeting. The EST shall convene an Extraordinary General Meeting upon receipt of a written requisition signed by at least half of the financial members of the Group for the time being.

5.2.5 Unless the Constitution or these Bylaws provide otherwise, members shall be given at least seven (7) days' notice of all meetings.

Article 6 - Group Membership Fees

6.1 Annual group membership fees shall be fixed by the Executive Steering Team and shall be subject to review every three (3) years.

6.2 Membership fees shall in the first instance be applied to the administrative costs of the Group including the production of membership cards and benefits. Fees payable for each category of membership will be noted on Group registration forms and are subject to change.

6.3 A register of accounts will be maintained to track and record the payment of membership fees.

Article 7 - Method of Voting

7.1 Voting shall be conducted by show of hands, save for the election of persons to the EST which shall be by secret ballot.

7.2 Unless otherwise provided, to the extent possible and practical, matters on which votes are cast shall be decided by simple majority.

Article 8 - Committees

8.1 The business of the Group will be conducted by Committees who will co-ordinate their efforts to achieve the Group's goals. Committees are expected to develop and frame proposals to achieve the Committee's goals and submit them to the EST for approval.

8.2 The Group shall have the following Committees:

- (i) Executive Committee
- (ii) Costume & Design Committee
- (iii) Fundraising & Events Committee
- (iv) Marketing & Public Relations Committee
- (v) Operations & Asset Management Committee
- (vi) Outreach & Community Development Committee
- (vii) Parade Management Committee
- (viii) People's Committee
- (ix) Sponsorship Committee
- (x) Frontline Committee
- (xi) Pulse Committee
- (xii) Brass Committee
- (xiii) Beller Committee
- (xiv) Drummer Committee

8.2 The Chairman in consultation with the EST may refer additional business or responsibilities to a specific Committee as and when needed or may constitute such additional committees as may be needed from time to time.

8.3 The Chairman shall be ex officio a member of all Committees and, as such shall exercise all the privileges of membership on each Committee.

8.4 The Director responsible for a Committee shall convene regular meetings of the Committee and shall supervise and coordinate the work of that Committee. Directors shall report to the EST on all Committee activities and proposals at least once per quarter and shall be required to prepare and submit a written report of Committee activities each year. Save where special authority is given by the Chairman, no Committee shall take any significant action until the Committee has reported and the action proposed has been approved by the EST.

Article 9 - Finance

- 9.1 The Group's fiscal year shall run from 1st April to 31st March.
- 9.2 Every Director shall be required prepare an annual budget setting out estimated income and expenditure for his area of responsibility for the upcoming year. That budget shall be submitted to the Treasurer no later than the 1st March of each year.
- 9.3 The Treasurer shall prepare a budget for the running of the Group's affairs each year and shall present the budget to the EST no later than the 1st April of each year.
- 9.4 Each year the EST shall adopt a budget for the succeeding fiscal year. Budgeted anticipated total expenses shall not exceed total anticipated revenue.
- 9.5 The Treasurer shall report to the Group on the Group's finances at the Group's Annual General Meeting.
- 9.6 The Treasurer shall maintain a Group account at a financial institution(s) designated by the EST.
- 9.7 No expenditure of Group funds shall be made unless such expenditure is within the budget approved by the EST. All Group expenditures must be approved by at least two authorized members of the EST. Where expenditures will take the Group outside the budget previously approved by the EST, the Treasurer must secure the approval of the EST prior to making the expenditure.
- 9.8 The Treasurer shall make the Group's annual financial statements available for review by the EST upon request. No ordinary member shall be entitled to receive copies of the Group's annual financial statements although they may be made available for review to a member on request to the Board.
- 9.9 An independent audit of the Group's financials shall be undertaken every year and provision for the cost of same shall be made in the Group's budget. Such audit shall be prepared by a licensed, certified or chartered public accountant or by an auditor of recognized standing in the Commonwealth of The Bahamas who has been appointed by the EST.

Article 10 - Membership

- 10.1 A person wishing to become a member of the Group must complete and submit a membership application form. Membership application forms shall be kept confidential.
- 10.2 The EST shall fairly and impartially consider all applications and the People's Committee shall notify each applicant of the EST's decision with respect to their membership application.
- 10.3 If the decision of the EST is favourable, the applicant will be educated about the Group's objectives and membership requirements and shall be invited to pay membership fees.
- 10.4 Outreach and Community Development are part of the core values of Genesis Junkanoo Organization. All Members are required to support the outreach and community development initiatives of the Group.

Article 11 - Discipline

11.1 All members of the Group are expected to adhere to the tenets of the Group's Constitution, bylaws and Code of Conduct. Group members are also expected to act in a manner accordant with the guiding principles of the Group.

11.2 In the first instance, matters of discipline will be addressed by the People's Committee. Where the People's Committee determines that a matter is serious enough to warrant it, the People's Committee may refer a matter of discipline to the Executive Steering Team for resolution.

11.2 The Executive Steering Team may resolve to warn, suspend or expel a member from the GJO if it determines that the member has breached the Constitution, By-laws or Code of Conduct of GJO or if the member's behaviour is causing, has caused, or is likely to cause harm to the Group or another member of the Group.

11.3 Before the Executive Steering Team takes any disciplinary action, the member must be given a chance to explain or defend themselves. After considering any explanation, the Executive Steering Team may:

- (a) take no further action,
- (b) warn the member,
- (c) suspend the member's rights as a member for a period of no more than 12 months,
- (d) expel the member, or
- (e) refer the matter to be determined by the general membership at a General Meeting.

11.4 Disciplinary action and procedures shall be completed as soon as reasonably practical.

Removal from the Executive Steering Team

11.5 In all matters of management, the best interests of the Group shall be paramount. The Executive Steering Team may remove an elected or appointed EST member from office following a vote of no-confidence by the majority of the Board.

11.5.1 The EST may only resolve to take a vote of no-confidence in respect of an elected member of the EST following a hearing before the remaining members of the EST.

11.5.2 The EST member must be provided written notice of the EST's concerns at least seven (7) days before the hearing. Such notice shall specify the time and place of the hearing and shall be delivered personally, by mail, email or other rapid means of communication.

11.5.3 A no confidence vote shall be by secret ballot and must be passed by a three-quarter or 75% vote of the entire EST. In that circumstance, the EST member shall be deemed immediately removed from office and the post shall become vacant.

Suspension or Expulsion from Membership

11.6 The EST may suspend or expel a member from the Group for cause following a disciplinary hearing if the EST in its discretion deems such action is warranted and in the best interest of the Group at large.

11.7 The member concerned must be provided written notice of the EST's concerns at least seven (7) days before the hearing. Such notice shall specify the time and place of such hearing and shall be delivered to the member by hand, by mail, email or other rapid means of communication.

11.8 Disciplinary hearings shall be chaired by the Group's Legal Counsel. Such hearings shall be private and shall be convened before a panel of seven (7) financial members of the Group.

11.9 The Disciplinary Panel shall include the Chairman, the Vice-Chairman, the People's Committee Director and the Director responsible for the section of the Group to which the member belongs unless the Chair of the Disciplinary Panel determines in his discretion and having regard to the nature of the complaint, that any of these persons should not sit. The member concerned may identify three (3) other members to sit on the Panel failing which the three (3) other persons shall be identified by the People's Committee.

11.10 The Disciplinary Panel may proceed with a disciplinary hearing in the absence of a member where it is satisfied the member had adequate notice of the hearing.

11.11 At the hearing the member concerned may make representations on his own behalf or nominate someone to make representations for him. Disciplinary hearings shall be conducted with a view to permitting each side to fully ventilate their concerns.

11.12 Following the hearing the Panel will consider the representations made and shall, within forty-eight (48) hours, make recommendations to the EST as to whether any further disciplinary action is warranted, and if so, what type.

11.13 Where the recommendation of the Panel is to suspend or expel a Group member, the recommendation must be forwarded to the EST for a vote. A resolution by the EST to suspend a member must be passed by a simple majority of the entire EST. A resolution to expel a Group member must be passed by a three-quarter or 75% vote of the entire EST.

Article 12 - Resolutions

12.1 Any resolutions or motions to commit the Group to any position or action that may impact the Group's standing or public image shall first be reviewed and approved by the EST. If resolutions, motions or suggestions are first raised at a Group meeting, they shall be sent to the EST without discussion for review.

Article 13 - Preservation of Intellectual Property

13.1 Neither the name, logo nor any insignia bearing the name "Genesis Junkanoo Organization", "Genesis Warhawks", "Genesis Shehawks", "Genesis Basshawks", "Genesis Tummahawks", "Genesis Teenhawks", "Genesis Weehawks", "Genesis Pulse", or any other combination of the word "Genesis" and/or "GJO" with any other words that are commonly understood to mean or refer to the Genesis Junkanoo Organization or any sections of the Genesis Junkanoo Organization shall be used by any member or section of the Group as a trademark, special brand of merchandise or for any commercial purpose without the written authorization of the EST.

Article 14 - Amendments

14.1 These Bylaws may be amended at an ordinary Group meeting or at a special meeting convened for that purpose.

14.2 These Bylaws may not be changed or amended unless notice of the Group meeting at which it is intended to change the Bylaws and the intention to change them been sent to all financial group members at their last known email or postal address at least seven (7) days before the meeting.

14.3 Where it is proposed that the Group's Bylaws be changed or amended, a vote of two-thirds of members present is required.

14.4 Changes to these Bylaws must be consistent with the Group's Constitution, stated policies and objectives.