

BY-LAW NO.1
OF
THE JAMAICAN CANADIAN ASSOCIATION

ARTICLE 1: NAME, HEAD OFFICE AND CORPORATE

- 1.1 NAME:** The name of the organization shall be The Jamaican Canadian Association, hereinafter called the JCA.
- 1.2 HEAD OFFICE:** The Head Office shall be located in Greater Toronto Area, in the province of Ontario, and the place therein where the affairs of the Association are from time to time carried on.
- 1.3 SEAL:** The corporate seal of the Association shall be in the form impressed hereon. Such corporate seal remain in the custody of the President or an officer designated by the President with approval of the Board.
- 1.4 FISCAL YEAR:** The fiscal year of the Association shall be from April 1 to March 31.

ARTICLE 2: DEFINITIONS

- 2.1 JCA:** “JCA” means The Jamaican-Canadian Association.
- 2.2 ASSOCIATION:** “Association” means The Jamaican-Canadian Association.
- 2.3 ORGANIZATION:** “Organization” means The Jamaican-Canadian Association.
- 2.4 BY-LAW:** “By-Law means these regulations, also called the Constitution, and any other By-Law of the JCA from time to time in force.
- 2.5 BOARD:** “Board” means the Board of Directors of the JCA.
- 2.6 OFFICER:** “Officer” means a member of the Board who is authorized to sign bank accounts and /or other documents by virtue of the position that he/she holds on the Board.
- 2.7 DIRECTOR:** “Director” means each and every member of the Board, including Officers.
- 2.8 MEMBER:** “Member” means any member of the JCA duly admitted to membership under the terms of **Article 4** of these By-

Laws.

- 2.9** **DIVERSE** “Diverse Constituents” means Jamaican, Caribbean, African, and Canadian Constituents.

ARTICLE 3: OBJECTIVES

- 3.1** To celebrate, promote and support the positive values and traditions of our diverse heritage, and to improve the quality of life of constituents, as well as for others who subscribe to our goals.
- 3.2** To provide social, cultural and educational programmes, including the awarding of scholarships that meet the needs of the membership and the community.
- 3.3** To offer a wide range of culturally sensitive services which support the diverse needs of our constituents.
- 3.4** To advocate on behalf of the diverse communities on various economic, social, political, educational and other relevant issues.
- 3.5** To foster cultural integration and to help to develop an anti-racist society in Canada.
- 3.6** To collaborate with agencies and organizations that share similar values and goals.
- 3.7** To acquire and hold real and personal property by purchase, bequest, lease or otherwise for the purposes of the Association.
- 3.9** To invest the funds of the Association in any securities in which, under the Trustee Act, the Board may invest funds, at its discretion.
- 3.10** In the event of the dissolution of the Association, and after payment of all debts and liabilities, to distribute the remaining property to charitable organizations that support the values and goals of the Association and that carry out their work solely in Canada.

ARTICLE 4: MEMBERSHIP

- 4.1** Membership in the Association shall consist of all persons or groups who are, from time to time, accepted as members in the manner hereafter prescribed, and whose membership has not been terminated by expulsion or withdrawal.
- 4.2** There shall be three categories of membership: Regular, Affiliate and Lifetime.
- 4.3** The requirements for Regular Membership shall be as follows:
- 4.3.1** Regular Membership shall be open to all persons of Jamaican heritage and their families, and anyone else who shares the aims and objectives of the Association.

- 4.3.2 Regular Members shall take part in any of the Association's activities and may vote on JCA matters.
- 4.3.3 A Regular Member may hold any position on the Board of Directors.
- 4.3.4 Regular Members shall be required to pay an annual fee to the Association.
- 4.3.5 Application for Regular Membership shall be in writing and shall be recommended by the membership chair and subsequently approved by the Board of Directors.
- 4.4 The requirements for **Affiliate Membership** shall be as follows:
- 4.4.1 **Affiliate Membership shall be extended to Caribbean Canadian Seniors Group, CAFCAN Social Services, The JCA Charitable Foundation and with the approval of the** Membership, the Board may extend affiliation to any other Group or Organization that demonstrates an interest in the JCA.
- 4.4.2 An application for Affiliate Membership shall be in writing to the Board of Directors, who shall present it to the membership with a recommendation for acceptance or rejection.
- 4.4.3 An Affiliate Member Organization shall be required to pay an annual fee to the Jamaican-Canadian Association as set by the Board; or in the case of a corporation, to sponsor an event or events.
- 4.4.4 An individual member of an affiliate organization shall have no right to vote or hold office, unless he/she is an individual member of the JCA.
- 4.4.5 Affiliate Membership does not confer the right to vote or hold office; but at the discretion of the Board of Directors, with approval from the membership an affiliated organization may have voting representation on the Board of Directors.
- 4.4.6 At the discretion of the Board of Directors, with approval from the membership, an Affiliate Membership may be revoked, should the activities and objectives of the affiliate become at variance with the interests of JCA.
- 4.5 The requirements for Lifetime Membership shall be as follows:
- 4.5.1 At an Annual Anniversary Celebration, Lifetime Membership may be conferred on anyone who has made a significant contribution to the Association or community or who has been a member in good standing for at least thirty-five years.
- 4.5.2 Nominations for lifetime membership must be submitted to the Board and or membership for approval.
- 4.5.3 Lifetime members shall not be required to pay an annual membership fee to the

Association.

- 4.5.4** Lifetime members may take part in any of the activities of the Association and may vote or hold office, except that membership fees are waived.

ARTICLE 5: DUES

- 5.1** The fees payable by Regular and Affiliate Members shall, from time to time, be as recommended by a majority vote of the Board, and shall become effective only when confirmed by a majority vote of the members at an Annual or Special Membership Meeting.
- 5.2** All fees shall be due by March 31 of each year and the membership period shall be April 1 to March 31. The Membership Committee shall give delinquent members written notice before deleting their names from the active list.
- 5.3** At each Annual General Meeting, eligible voters shall be paid up Members.

ARTICLE 6: BOARD OF DIRECTORS

- 6.1** Who Can Be Elected: Only members in good standing shall be eligible to hold office. Refer to Article 4.3.3.
- 6.2** **Composition:** The Board Directors shall be comprised of the following:
- 6.2.1** **President**
 - 6.2.2** **Vice-President**
 - 6.2.3** **Executive Secretary**
 - 6.2.4** **Treasurer**
 - 6.2.5** **Director of Fundraising**
 - 6.2.6** **Director of Communications**
 - 6.2.7** **Director at Large**
 - 6.2.8** **Member of CAFCAN Board**
 - 6.2.9** **Member of the JCA Foundation Board**
 - 6.2.10** **The Immediate Past President (non-voting)**

- 6.3** **Committees:** The following are the standing committees and will report to the Board through the VICE PRESIDENT and directly to the membership at each membership meeting:

- 6.3.1** **Building Committee**
 - 6.3.2** **Education Committee**
 - 6.3.3** **Fundraising Committee**
 - 6.3.4** **Membership Committee**
 - 6.3.5** **Youth Affairs Committee**
 - 6.3.6** **Women's Committee**
- 6.4** **Elections:** Elections shall be held annually. The Board of Directors and the

chairs of the standing committees shall be elected for a two year term; but for continuity, four members of the Board and three committee chairs shall be elected one year and three Board members and three committee chairs the next year; except initially when some members will be elected for one year.

6.4.1 The President, Executive Secretary, Director of Fundraising, Member at Large along with the, Building Chairperson, Youth Affairs Chairperson, and Education Chairperson shall be elected in the same year.

6.4.2 Vice-President, Treasurer, Director of Communications along with Membership Chairperson, Women’s Committee Chairperson and Fundraising Chairperson, shall be elected in alternate years from the Board Members in 6.4.1.

6.5 Term: Elected Board Members shall not serve on the Board of Directors for more than three consecutive two-year terms.

6.6 Ex-officio Members: The Immediate Past President of the Association shall automatically become an ex-officio, non-voting member of the Board for a period of one two-year term.

6.7 Signing Officers: The Signing Officers of the Association shall be the:

6.7.1 President (Bank Accounts, Other Documents)

6.7.2 Treasurer (Bank Accounts, Other Documents)

6.7.3 Secretary (Bank Accounts, Other Documents)

6.8 Finance Committee: The Finance Committee shall be a sub-committee of the Board consisting of the Treasurer and three other members as chosen by the Board .The Treasurer will be the Chair.

6.9 Advocacy/Public Policy Committee: 3 members – one of whom shall be the President who will be the Chair of the Committee.

6.10 Bonding of Officers: All officers having to do with the finances or securities of the Association shall be bonded.

6.11 Conflict of Interest: Persons who accept a position on the Board of Directors must sign off on the Conflict of Interest Policy and a copy of said document will be maintained by the Executive Secretary. Persons who accept a position on the Board of Directors have a fiduciary or trusteeship obligation to act honestly, in good faith, loyally, and in the best interest of the Association.

The Association’s interest must be placed ahead of that of a Director, and a Director must disclose any and all information that may create a conflict of interest. A Director’s obligations require that he/she shall not profit from any project or activity of the JCA, except under the following conditions:

6.12.1 The Board decides, after competitive tenders have been sought, that it is in the

interest of the JCA on the grounds of quality or special advantage, to award a contract to, or to purchase goods and/or services from, the Director.

- 6.12.2** The Director takes no part in deciding the awarding of the contract or the purchasing of goods and services.
- 6.13** Code of Conduct: The JCA is expected by its members, volunteers, staff, clients, funders and the community it serves to provide an environment that demonstrates respect for others; adherence to the democratic processes and outcomes; and respect for confidentiality in all matters that are deemed by the Board to be of a confidential nature.
- 6.13.1** Members of the Board of Directors will exercise sound judgment conducting themselves when interacting with staff, volunteers, clients, or fellow Board members so as to promote the utmost professionalism.
- 6.13.2** To ensure Board transparency and accountability, Board Members are required to adhere to all Policies, Protocols, and Procedures of the JCA.
- 6.13.3** All Board Members are expected to adhere to decisions and positions taken by the Board, regardless of their individual views.
- 6.14** **Removal from the Board:** The Board of Directors, by majority vote, shall have the right to recommend to the membership the removal of a Board Member from his/her position for any of the following reasons;

 - 6.14.1** For not adhering to the Codes of Conduct or conflict of interest policies;
 - 6.14.2** For absences, without acceptable reason, from three (3) consecutive Board meetings;
 - 6.14.3** For failure to perform the duties of his or her office as outlined in the Board's policy manual;
 - 6.14.4** For conduct deemed to be unbecoming to the aims and objectives of the JCA.
- 6.15** **Filling Mid-Term Vacancies:** Vacancies occurring on the Board of Directors by reason of death, resignation, removal, or any other reason, shall be filled by appointment by the Board of Directors for the remainder of the term.

ARTICLE 7: DUTIES OF DIRECTORS

7.1 The responsibilities of the President shall be as follows:

- 7.1.1 Be chairperson of the Board and all membership meetings;
- 7.1.2 Be spokesperson for the Association, with the approval of the Board, in all matters affecting the Association;
- 7.1.3 At the request of thirty (30) members in good standing, or in Consultation with the Board, call special meetings of the Association;
- 7.1.4 Work in co-operation with the Board, Members of the Association, and Staff for the proper functioning of the Association, and assume responsibility;
- 7.1.5 In conjunction with the Board, appoint Ad Hoc Committees necessary to the general administration of the Association, ensuring that the general membership is represented on such committees;
- 7.1.6 Provide a written Board report at each Membership Meeting;
- 7.1.7 Submit to the Board for approval the organization's work plan and Budget - which should be aligned with the organization's strategic plan - no later than three (3) months prior to the annual General Meeting.

7.2 **The Vice-President Shall:**

- 7.2.1 Assist the President in performing his/her duties and assume responsibility in his/her absence or inability to serve for any reason.
- 7.2.2 Schedule and chair two all- committees meetings annually to get feedback and input from committee members and report their activities to the board.
- 7.2.3 Provide regular report to the Board on the activities of the standing committees.
- 7.2.4 Liaise and provide direction to committees in developing and presenting cultural and educational forums and events showcasing the unique talents of our diverse communities.
- 7.2.5 Co-ordinate and/ or carry out special projects assigned from time to time by the Board of Directors.
- 7.2.6 Assume responsibility for coordinating Board activities designed

- to maintain and administer the Charitable Assistance Fund.
- 7.2.7 Prepare and submit a report to the members at each quarterly and annual general meeting.
- 7.2.8 Submit to the Board for approval the Annual work plan and Budget that includes all standing committees aligned with the organization's strategic plan - no later than three Months (3) prior to the Annual General Meeting.

7.3 The Executive Secretary Shall:

- 7.3.1 Be in complete charge of the Association's books, records, and documents, subject to the direction and approval of the Board of Directors.
- 7.3.2 Be responsible, in conjunction with administrative assistant, for handling, sorting, and responding to all correspondence ensuring necessary distributions of such correspondence to Board Members.
- 7.3.3 Be responsible for notifying members of meetings, as well as for recording and preparing minutes of all membership and Board meetings.
- 7.3.4 Be responsible for preparing a yearly calendar of the Association's activities, to facilitate effective co-ordination.
- 7.3.5 Attend the Board, Quarterly and General Meetings of the Association.
- 7.3.6 Submit to the Board for approval an Annual work plan, which shall be aligned the organization's strategic plan - no later than three months (3) prior to the Annual General Meeting.
- 7.3.7 Submit to the Board for approval, by February 28 of each year, an Annual Budget for the next fiscal year.

7.4 The Treasurer Shall:

- 7.4.1 Be custodian of the Association's funds;
- 7.4.2 Ensure the Board's financial policies are being followed.
- 7.4.3 Prepare and monitor performance against the budget.
- 7.4.4 Ensure the issuance of receipts for all funds received; deposit all funds received into the Association's Bank accounts no later than two business days following receipt;
- 7.4.5 Keep complete and accurate accounts of the receipts and

disbursements of all funds;

- 7.4.6 Ensure the proper management of funds at the Association's functions;
- 7.4.7 Be one of the designated **Signing Officers**, for cheques drawn on the Association's bank accounts;
- 7.4.8 Present financial reports to monthly meetings of the Board of Directors, quarterly Membership and Annual General Meetings;
- 7.4.9 Submit to the Board for approval, by March 31 of each year, the Finance Committee's and the Organization's Annual Budget for the next fiscal year;
- 7.4.10 Chair the Finance Committee;
- 7.4.11 Ensure the audited financial statements are presented to the Board of Directors and membership meeting on an annual basis;
- 7.4.12 Call the motion at the Annual General Meeting for the appointment of the Auditor;
- 7.4.13 Act as financial resource to other committees.

7.5 Director at Large Shall:

- 7.5.1 Assist the Board with specific duties as assigned; inform Board members of the general feelings and sentiments of the membership; operate as a link between the president and the Members;
- 7.5.2 Co-ordinate and/or carry out special projects assigned by the President and /or the Board of Directors;
- 7.5.3 Submit written reports to the Board of Directors for the monthly meetings of the Board; and a Quarterly Report for the President at the end of each quarter for which the President will prepare the Quarterly Board Report to Members.

7.6 Director of Fundraising

- 7.6.1 Be the Board representative on the JCA Charitable Foundation's Board of Directors;
- 7.6.2 In conjunction with the JCA Charitable Foundation develop fundraising strategies/initiatives that the fundraising committee can use to raise funds;
- 7.6.3 Coordinate and conduct fundraising workshops/seminars for the

Committee and other interested members on an annual basis;

- 7.6.4 Submit to the Board for approval an annual work plan - which should be aligned with the organization's strategic plan - no later three months (3) prior to the annual General Meeting.

Director of Communications

- 7.7.1 Assume overall responsibility for publicizing the activities and Achievements of the association to members; establish and Maintain a high profile for the association;
- 7.7.2 Establish and maintain accurate and up to date website, publicize the services and programs of the association;
- 7.7.3 Develop multi-year strategic communication plans to support the Association's objectives.
- 7.7.4 Monitor current affairs and keep the President informed of issues that has a direct impact on our community;
- 7.7.5 In conjunction with the President write press releases/news briefings;
- 7.7.6 Be responsible for the newsletter;
- 7.7.7 Establish and maintain good working relationship with the media.
- 7.7.8 Submit to the Board for approval an annual work plan - which should be aligned with the organization's strategic plan - no later three months (3) prior to the annual General Meeting.

ARTICLE 8 POWERS OF THE BOARD

8.1 Administration of the Association's Affairs: The Board of Directors of the Association shall administer the affairs of the Association in all things and make, or cause to be made, any contact which the Association may lawfully enter into and generally may exercise all such power and such acts as are authorized by the Association's Charter.

8.2 Administration of Property: Without in any way detracting from the foregoing, and with prior approval of the membership transfer, sell, exchange, or otherwise dispose of, lands, buildings, and/or other property or any right of interest owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

8.3 Execution of Documents: Documents shall be executed as Follows:

8.3.1 Deeds, transfers, licences, contracts, and engagements on behalf of the Association shall be signed by either the President, or Vice-President in the absence of the President, and the Executive Secretary; and the Secretary shall affix the Seal of the Association to such instruments as required;

Contracts in the ordinary course of the Association's operation may be entered into on behalf of the Association by the President; Vice-President in the absence of the President, Secretary, Treasurer, any person authorized by the Board of Director;

8.3.2 Notwithstanding any provisions of these by-laws, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Association may be executed.

8.4 Borrowing: The Board of Directors may from time to time with the prior approval of the Membership:

8.4.1 Burrow money;

8.4.2 Issue bonds, debentures, debenture stocks, both perpetual and terminable, or other securities;

8.4.3 Pledge or sell such bonds, debentures, or debentures stocks, or other securities for such sums and such prices as may be deemed expedient or necessary;

8.4.4 Charge, pledge, or mortgage any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings, and franchises of the Association to secure any bonds, debentures, debenture stocks, or other securities, or any liability of the Association;

8.4.5 Authorize, from time to time, any Officer or Member or any other person to make arrangements regarding the moneys borrowed or to be borrowed, as aforesaid, to the terms and conditions, with power to vary or modify such terms and conditions, including the pledging of securities, and generally to manage transact, and settle the borrowing of moneys by the Association.

8.5 Books and Records: The Board of Directors shall see that all necessary books and records of the Association, required by these by-laws or by any applicable statute or law, are regularly and properly kept and made available to officers, committee chairpersons, and other individuals to whom such books and records are relevant.

ARTICLE 9

STANDING COMMITTEES AND THEIR DUTIES

- 9.1 There shall be six (6) Standing Committees and a Board appointed Finance Committee as follows:

Building, Education, Fundraising, Membership, Youth Affairs and Women's Committees.

9.1.1 A committee's first priority is to carry out the duties and responsibilities as outlined in that committee's Terms of Reference and Annual work plan. Functions/events outside the scope of their Terms of Reference or work plan must be approved by the Board and show how that event/function will meet the specific objectives as outlined in the Committee's work plan and meet the organization's goals and objectives.

9.1.2 All Committee Chairs shall participate in the Association's Succession Plan by identifying members of their committees to train for future leadership in the Association, by selecting a vice-chair and a secretary.

9.3 The Building Committee:

9.3.1 In conjunction with the Building Manager, assume overall responsibility for supervising the maintenance and operation of any building or premises owned by the Association and of the contents acquired for the use of the Association, subject to the direction of the Board of Directors;

9.3.2 In conjunction with the Building Manager, assist in the supervision of the janitorial/custodian staff, in relation to their role and responsibilities, and in the screening of applicants for special occasions or long-term rental of space in the JCA building;

9.3.3 Submit through the Vice President to the Board for approval the **Committee's annual Workplan and Budget not later than three months (3) prior to the Annual General Meeting;**

9.3.4 **Prepare and submit a report to the members at each quarterly and annual general meeting.**

9.4 The Education Committee Shall:

9.4.1 Assume overall responsibility for providing educational programs and activities for the Association's members and children;

9.4.2 Establish and maintain a JCA Scholarship Program for the children of members and supporters;

9.4.3 Through guest speakers, conferences, seminars, debates, etc., educate members and the community at large on current and

emerging laws/issues that affect or will affect the community;

- 9.4.4 Promote educational/cultural exchanges, seminars, exhibitions, debates; supervise the acquisition and distribution of culturally educational books and other educational material related to the heritage of members;
- 9.4.5 Prepare and submit a report to the members at each quarterly and annual general meeting.
- 9.4.6 Submit through the VICE PRESIDENT to the Board for approval the committee's annual Work plan and Budget not later than three months (3) prior to the Annual General Meeting.

9.5 The Fundraising Committee Shall:

- 9.5.1 Under the direction of the Director of Fundraising develop short-term and long-term fundraising and fund development strategies to ensure and maintain the financial viability of the Association;
- 9.5.2 Be fully involved in all fundraising activities whether or not they are under direct coordination of the committee;
- 9.5.3 Submit through the VICE PRESIDENT to the Board for approval the committee's annual work plan and Budget not later than three months (3) prior to the Annual General Meeting;
- 9.5.4 Prepare and submit a report to the members at each quarterly and annual general meetings.

9.6 The Membership Committee Shall:

- 9.6.1 Assume overall responsibility for services to members;
- 9.6.2 Be responsible for:
 - (a) The ongoing recruitment of new members
 - (b) Setting annual targets for recruitment of new members
 - (c) Developing outreach and yearly blitzes to attract new members
 - (d) Collect annual membership dues
 - (e) Within a month following AGM organize and supervise the orderly transfer of all documents from outgoing committee chairs to the incoming chairs.
- 9.6.3 Maintain accurate membership data base;
- 9.6.4 Mail out Annual Membership Renewal Notification by January 31;
- 9.6.5 Submit to the Board for approval all applications for membership in the Association;

- 9.6.6 Plan and execute Membership Appreciation Events as mandated by the Board;
- 9.6.7 Be the chair of the Board AD-HOC committee that Scan the membership and the community for suitable candidates to be presented to the Board for recognition by the Jamaican, Municipal, Provincial, and Federal Governments; and other organizations as appropriate; maintain an accurate record of all nominees; a copy of the said list is to be filed with the Secretary;
- 9.6.8 Be responsible for offering compassionate support to members/families in the event of illness or bereavement, by arranging hospital/home visits and/or sending flowers/cards/gifts as appropriate;
- 9.6.9 Prepare and submit a report to the members at each quarterly and annual general meeting;
- 9.6.10 Submit through the VICE PRESIDENT to the Board for approval The committee's annual work plan and budget not later than Three months (3) prior to the Annual General Meeting.

9.7 The Youth Affairs Committee Shall:

- 9.7.1 Assume overall responsibility for recruiting, servicing, and retaining youths, sixteen to twenty-four years of age in the Association;
- 9.7.2 Perform advocacy, intervention, and support roles, as appropriate, on behalf the youths of the constituencies served by the JCA;
- 9.7.3 Plan and execute programs, activities, conferences, seminars, etc., that provide youths with educational, recreational , social, career and entrepreneurial counselling, mentoring, and other experiences that contribute to their development;
- 9.7.4 Submit through the VICE PRESIDENT to the Board for approval the Committee's Annual Work plan and Budget no later than three months (3) prior to the Annual General Meeting;
- 9.7.5 Prepare and submit a report to the members at each quarterly and annual general meeting.

9.8 The Women's Committee Shall:

- 9.8.1 Assume overall responsibility for issues impacting women within the Organization and the wider community;
- 9.8.2 Advance the full participation and equality of women in the organization in all aspects of the Association and the wider

community;

- 9.8.3** Promote educational opportunities through seminars, forums, workshops, conferences, guest speakers, round table discussions, film presentations and articles in the Newsletter, to educate the membership and the wider community on issues impacting women, the family and the community;
- 9.8.4** Advocate, intervene and give support as appropriate on behalf of women in the organization;
- 9.8.5** Initiate, special projects, network and liaise with other women's groups and function as a resource group;
- 9.8.6** Mobilize women in the organization to participate in issues and activities pertaining to women's equality rights;
- 9.8.7** Promote the visibility of the women in the organization by organizing events to commemorate International Women's Day and Persons Day;
- 9.8.8** Prepare and submit a report to the members at each quarterly and annual general meeting;
- 9.8.9** Submit through the VICE PRESIDENT to the Board for approval, the Committee's Annual Work plan and Budget no later than three months (3) prior to the Annual General Meeting.

ANNUAL 10

QUORUMS, VOTING PRIVILEGES, NOMINATIONS AND MEETINGS

- 10.1** The **quorums** for meeting of the JCA shall be as follows:
- 10.1.1** For a general meeting, **30** members in good standing;
 - 10.1.2** For a meeting of the Board of Director, 4 voting members.
- 10.2** Voting Privileges may be exercised by Regular Members in good standing and by Lifetime members only;
- 10.3** Voting shall be as follows:
- 10.3.1** For election of Board members and standing committee chairs by secret ballot;
 - 10.3.2** For all other matters, by show of hands.
- 10.4** For the purpose of the Annual General Meeting a member in good standing shall be a person whose membership fee is up to date.
- 10.5** For the purpose of the Annual General Meeting a Nominating Committee of five members excluding Board Members, shall be appointed no later than three months (3) after the Annual General Meeting, for the following reasons:
- 10.5.1** To canvass the membership and the community for suitable candidates for Board/committees positions;
 - 10.5.2** To present to the AGM a slate of suitable candidates closely matched to the criteria provided for the particular position on the Board of Directors, as well as committee chairs and trustees;
 - 10.5.3** To ensure that persons intending to run for a position on the Board of Director s are not part of the Nominating Committee and that should a Nominating Committee member decide to run for a Board position, he/she resign immediately;
- 10.6** Notice of Annual General Meeting shall be sent electronically or by mail to members in good standing at least seven (7) days prior to the date of the meeting such to be held no later than May of each year.
- 10.7** There shall be an Annual General Meeting for the following purposes:
- 10.7.1** To elect directors, committee chairs and trustees for the ensuing term;

- 10.7.2 To receive reports of officers and committees through the Board Report of the President;
 - 10.7.3 To receive the Auditor's Report;
 - 10.7.4 To appoint an external auditor, who shall hold office until the next Annual General Meeting after being appointed, or until his/her successor is appointed;
 - 10.7.5 To conduct any other business of the Association.
- 10.8 Membership Meetings:** In addition to the AGM, membership meetings shall be held quarterly. Other meetings may be called by the President, with the approval of the Board, whenever, in the judgement of the Board of Directors, there is a need is for such meetings.
- 10.9** When requested by a quorum of 30 members in good standing, the President or Vice President shall convene a Special Meeting within seven days of being notified in writing.
- 10.10** Meeting of the Board of Directors shall be held monthly. The time and place shall be determined by the Board.
- 10.12** Decisions at all meetings shall be by majority vote of those present.
- 10.13** No error of omission in giving notice of any meeting, or any adjournment thereof, of Members of the Association shall invalidate such meeting or make void the proceedings of meeting. For the purpose of serving a notice of meeting, the address of any Member or Director shall be his/her last address recorded in the books of the Association.
- 10.14** Any meeting of the Association or Board of Directors may be adjourned to any time and place, and business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 11: FUNDS

11.1 The Charitable Assistance Fund Shall:

- 11.1.1 Be administered by the Board of Directors and managed by the Vice President;
- 11.1.2 Be for the sole purpose of providing, in crises situations, for the immediate necessities of member and other people from the constituencies served by the Association; be applicable to other individuals in crisis, should such individuals be deemed worthy by the Board;

11.1.3 Be maintained by the raising of funds through donations, fundraising activities, gifts, or grants.

11.2 The Scholarship and Education Fund Shall:

11.2.1 Be administered by the Education Committee, under the direction of the Board of Directors;

11.2.2 Provide assistance to the children of Members and other constituencies served by the Association; such assistance may take the form of yearly scholarships;

11.2.3 Be maintained by the raising of funds through donations, fundraising activities, gifts, or grants.

11.3 The Building Fund Shall:

11.3.1 Be for the purpose of acquiring and maintaining a community centre for social, cultural, and other appropriate activities;

11.3.2 Be administered by the Board of Directors;

ARTICLE 12: TRUSTEES

12.1 Composition: There shall be a Board of Trustees of three members in good standing.

12.2 Election and Term: Trustees shall be elected each for a **two**-year term; but to allow for continuity, **two** members shall be elected in one year, and **one** in alternate years. A trustee shall not serve for more than three consecutive terms.

12.3 Filing Vacancies: In the event of death or resignation, the Board of Directors shall fill the vacancy.

12.4 Responsibilities: Trustees Shall:

12.4.1 Take inventory of all fixed assets, furniture, and office equipment before the end of each Association year;

12.4.2 File a copy of the inventory with the Board of Directories;

12.4.3 Make a report to the Members at the Annual General Meeting, including recommendations for care, maintenance and/or replacements of such assets;

12.4.4 Perform other duties that may be requested by the Board of Directors.

ARTICLE 13: GENERAL

- 13.1 Political Affiliation:** All members of the Board shall be politically non-partisan in any dealings on behalf of JCA.
- 13.2 Limitation of Liability:** No member of the Board shall be personally liable in any way whatsoever for the acts, defaults, losses, expenses, or other deficiencies of any other member of the Board or of any employee of JCA; or for any loss, damage, or expense happening to the JCA because of unforeseen circumstances involving the acquisition of property by order of the Board on behalf of JCA; or for loss of money or other securities deposited with a financial institution that goes bankrupt or insolvent.
- 13.3 Indemnification:** The Board of Directors, by resolution duly approved unanimously by those members present, will compensate any member of the Board to act on its behalf, out of the funds of the Association, for reasonable expenses incurred in carrying out his/her duties on behalf of JCA.
- 13.4 Honorarium:** The Board of Directors, by resolution duly approved unanimously by those members present, **may** pay an honorarium to the Association's Treasurer once a year, the amount to be determined by the Board.
- 13.5 Administrative Authority:** The General Membership shall be the ultimate source of authority. The Board of Directors manages the organization on behalf of its members; the Board will formulate and recommend policy in the General Membership for its consideration.
- 13.6 Roberts Rule of Order:** These rules constitute the parliamentary authority of the Organization.
- 13.7 Amendment of the Constitution:** This Constitution may be amended at an Annual General, Quarterly, or Special Meeting of the Association by a two-thirds majority of those Regular and Lifetime Members present and voting, provided seven days' written notice of the proposed amendment was submitted to the members.