

BY-LAW NO. 2

A by-law relating generally to the transaction of the affairs of the AFRO-CANADIAN CARIBBEAN ASSOCIATION OF HAMILTON & DISTRICT (hereinafter the "Association")

Whereas the Association has been incorporated for the purposes set out in the Letters Patent and the following additional purposes, namely:

- a) to promote the awareness of civil rights among the membership;
- b) to maintain the contentment of freedom and security presently enjoyed in the community by the membership;
- c) to protect and strengthen the corporate membership's traditions of democracy;
- d) to make a concerted effort in uplifting the Afro-Canadian Caribbean community links with yesterday, today and tomorrow in the development and advancement of our standing in the community;
- e) to become knowledgeable in all areas and public services providing such information that may be found useful in the social welfare and economic development;
- f) to establish fund raising campaigns in the development of youth programs;
- g) to develop workshop programs to ensure and inspire leadership training.

BE IT ENACTED as a by-law of the Association as follows:

HEAD OFFICE

1. The Head Office of the Association shall be in the City of Hamilton, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

AMENDMENT PROCEDURE

3. Amendments to the By-Laws shall be by a vote of two-thirds (2/3) of the membership present at a meeting called for such purpose.

BOARD OF DIRECTORS

4. The affairs of the Association shall be managed by a Board of nine Directors, each of whom at the time of his election or within 10 days thereafter and throughout the term of office shall be a member of the Association. Each Director shall be elected to hold office for three years unless elected as the result of the resignation or failure to be qualified, incapacity or other reason of a previous Board of Directors' member, in which case, the election shall be to fill the balance of the term. Three Board members shall be elected or re-elected at each annual meeting. No Board member may serve more than two consecutive full or partial terms as a Board of Directors' member. Nominees for the Board of Directors must have been members of the Association for at least one (1) year of active participation to be eligible for election. Active participation shall mean at least one year of committee membership.

The immediate Past President shall be a non-voting ex-officio member of the Board of Directors for a period of one year after its term of office.

The election shall be by secret ballot. The members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of the term.

Shortly after the passing of this bylaw, a new election for the nine Directors shall be held and all present Directors shall be deemed to have resigned. Three Board members shall be elected for a one-year term, three for a two-year term and three for a three-year term. Thereafter, annual elections shall be for three-year terms as set out herein. No Director elected previous to the passing of this Bylaw shall be deemed to have had a consecutive term by virtue of having served as a Director prior to the passing of the Bylaw.

All Directors shall sign the consent set out in Schedule "A" within 10 days of being elected or appointed, failing which the Director shall be disqualified from his/her position as a Board of Directors' member.

ABSENCE FROM MEETING

5. Any Director absent from three (3) successive regular meetings of the Board of Directors shall forfeit office and such office shall be declared vacant, unless such Director is excused by the Board of Directors. Any vacancy arising due to absenteeism shall be filled as provided for in this By-Law.

VACANCIES, BOARD OF DIRECTORS

6. Vacancies on the Board of Directors, however caused, shall be filled by the Directors from among the members of the Association within two months of the vacancy

occurring. Otherwise such vacancy shall be filled by the vote of the membership at a meeting called for such purpose by the Board within one month of the vacancy occurring. If the Board fails to call such meeting, any five members may call such meeting. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which shall be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

7. Five (5) members of the Board of Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine but at least once monthly. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Board of Directors' meetings may be formally called by the President or Vice--President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered or emailed to each Director not less than three days before the meeting is to take place or shall be mailed to each Director not less than four clear business days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Association. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors. When not meeting in person, the Board of Directors may act on any matter by telephone if a majority agrees to such method of transacting business.

ERRORS IN NOTICE, BOARD OF DIRECTORS

8. No error or omission in giving such notice for a meeting of the Board of Directors invalidates such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

9. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes cast at the meeting unless otherwise stated herein. The Chairperson may vote on any question, but shall not have a tie-breaking vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the

Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his/her duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose. A tie vote means the motion is defeated.

POWERS

10. The Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do, but expenditures in excess of \$5,000.00 shall be sanctioned by the membership, except for emergency repairs or line items in the yearly budget.

The Board of Directors shall have authority to establish rules and regulations to properly administer the provisions of this Bylaw where they are not specifically spelled out herein and are not inconsistent therewith.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of investments or chattels, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable, provided that the Directors shall to the obligations of trustees under the Trustee Act and no such dealing shall result in an obligation or enrichment greater than \$10,000.00 per year over an existing obligation or investment for the same item, unless authorized by the membership.

REMUNERATION OF DIRECTORS

11. The Directors shall receive no remuneration for acting as such.

EXECUTIVE OFFICERS OF THE ASSOCIATION

12. There shall be a President, Vice-President, Secretary, Treasurer, Program Coordinator and such other officers as may be determined by by-law from time to time. The officers shall be elected by the Board of Directors from amongst their number at the first meeting of the Board of Directors after the annual election of such Board of Directors, provided that in default of such election, the then incumbents, being members of the Board of Directors, shall hold office until their successors are elected.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

13. The President shall, when present, preside at all meetings of the members of the Association and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. The President with the Secretary or other officers appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers shall be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall assist the President in the performance of its duties.

DUTIES OF SECRETARY

14. The Secretary shall be, ex-officio, clerk of the Board of Directors, attend all meetings of the Board of Directors and record all attendance facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give notices required to be given to members and to Directors, shall be the custodian of the seal(if any) of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association, which shall be delivered up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board of Directors, including recording of votes, purchasing of office supplies and maintaining of membership records.

DUTIES OF TREASURER

15. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Association. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors and maintain a list of all members with addresses whether in good standing or not and shall present same at the Board's request.

DUTIES OF PROGRAM CO-ORDINATOR

16. The Program Coordinator shall submit progress and completed reports on each committee to the Board of Directors. The Program Coordinator shall be a non-voting member of all committees and shall co-ordinate and ensure their progress.

DUTIES OF OTHER OFFICERS

17. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

COMMITTEES

18. Election	Publicity
Communication	Membership
Education & Cultural Arts	Finance
Building Maintenance	Fundraising
Seniors	Community Centre & Social
Youth & Sports	

The Board of Directors shall have authority to establish further committees upon approval of the membership. Each committee shall have a Board member thereon. Each committee will appoint a Secretary from its members to keep minutes of all meetings and file them with the Board as soon as possible after any meeting.

TERMINATION OF OFFICE AND COMMITTEES

19. When the term of office or committee expires or otherwise is terminated, all papers, documents, records, books, reports, money and other Association property that may have been entrusted to him/ her by virtue of his/her office shall be turned over to the Association which shall give an appropriate receipt for such. Records, books and reports shall be retained at the Association headquarters.

EXECUTION OF DOCUMENTS

20. Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by any two of the following: President, Vice-President, Secretary or Treasurer.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Secretary and Treasurer or by any person authorized by the Board.

Any two of the following: President, Vice-President, Secretary or Treasurer shall be authorized to sign cheques, withdrawals or enter into banking arrangements.

BOOKS AND RECORDS

21. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept in the safety deposit box at the Bank used by the Association. Any two of the following: President, Vice-President, Secretary and Treasurer shall have access thereto.

DUES

22. The membership dues payable by members shall be fixed only by a vote of the membership at the annual general meeting. The Secretary shall notify all members of the dues payable by them prior to the membership commencement year of January 1st.

MEMBERSHIP

23. The membership shall consist of an individual or family interested in furthering the objects of the Association whose application for admission has been approved by the Membership Committee and has paid the appropriate dues.

An application for membership shall be in a form established by the Membership Committee. Notwithstanding the generality of the above, an application for membership received after the earlier of, date of mailing of notice of a meeting, or thirty days prior to the date of an annual or special general meeting of the members of the Association, shall not be accepted prior to the completion of such meeting.

Membership in the Association is non-transferable. Members' resignation shall be in writing. Any member may be expelled by a vote of the Board of Directors upon recommendation of the Membership Committee after a hearing before it.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Association prior to resignation.

Any member who is in arrears for more than two (2) months in payment of annual dues may have his/her membership cancelled by the Board of Directors if they are not paid within one month after the posting of a notice addressing the arrears issue. The notice must be in writing to the member by prepaid first class mail to the last address recorded in the books of the Association.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each member shall promptly be informed by the President or designate of admission as a member, be provided with a membership card and be entitled to a copy of the Letters Patent and this Bylaw.

Each member may be required to present his/her valid membership card upon request at all Association activities.

HONORARY MEMBERS

24. The Board of Directors after approval of the membership may, from time to time, confer an honorary membership upon any person who, in its opinion, may have been of significant service in the furtherance of the objects for which the Association was incorporated. An honorary member pays no fees, is entitled to vote and is eligible to hold office in the Association.

ANNUAL AND OTHER MEETINGS OF MEMBERS

25. The annual or any other meeting of the members shall be held at the head office of the Association or elsewhere in Hamilton, Ontario, as the Board of Directors may determine and on such day as the said Directors shall appoint. The annual meeting shall be held within six months after the end of the Association's fiscal year, but in 2010 the meeting shall be held in January.

At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the audited report of the accountants, Directors elected, accountants appointed for the ensuing year and the remuneration of the accountants fixed.

Additionally, there shall be a semi-annual general meeting approximately six months after the annual general meeting.

The Board of Directors shall have power to call at any other time a general meeting of the members of the Association. Notice of the time and place of every such meeting shall be given to each member by sending the notice by mail, electronic mail, or voice mail ten (10) days before the time fixed for the holding of such meeting.

Twenty members may requisition the Board of Directors to call a members' meeting for any specific purpose.

An agenda shall be provided with any notice of meeting which agenda shall fix the order of business. The agenda shall contain an item called "new business" for items that can be discussed but must be tabled to the next meeting for voting. On requisition of any 5 members an item shall be placed on the agenda, provided 15-days notice is given.

ERROR OR OMISSION IN NOTICE

26. No error or omission in giving notice of any annual, semi-annual or other meeting or any adjourned meeting, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The address of any member used for the purpose of sending notice of a meeting shall be the last address recorded on the books of the Association.

ADJOURNMENTS

27. Any meetings of the Association or of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

28. A quorum for the transaction of business at any meeting of members shall consist of not less than 20 members over the age of 17 years.

VOTING OF MEMBERS

29. Every member of the Association over the age of 17 has the right to one vote at any meeting of the members.

Only members present in person or represented by a proxy to a member may vote.

Unless otherwise specifically provided in this by-law, all decisions shall be made by a majority of the votes cast. An abstention will not be considered a vote cast.

The Election Committee shall not permit any member who has not been properly identified or whose eligibility is in question to propose motions, nominate or vote.

The Treasurer and Secretary shall prepare a list of all eligible nominees and voters for the Election Committee when so requested, but in any event prior to an election for the Board of Directors.

ATTENDANCE BY NON-MEMBERS

30. Non-members of the Association may attend or speak at a meeting of members only with the prior permission of the Board or a majority of the members present at the meeting and may not propose motions or vote.

RECORD OF ATTENDANCE

31. The Secretary will cause the names of all persons attending a members' meeting to be recorded and will ensure that only members make motions or vote.

PROCEDURE AT GENERAL MEETINGS

32. The procedure at meetings of members will be that set out in Roberts' Rules of Order. Any question as to the interpretation of the Rules of Order at meetings of members or any procedural matter not dealt with in the Rules of Order will be decided by the President subject to the right of members to appeal the Chairperson's ruling upon a vote of a majority of the members present.

FINANCIAL YEAR

33. Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31st day of December in each year.

NOTICE

34. Whenever under the provisions of the by-laws of the Association, notice is required to be given, such notice may be given either personally, mailed, electronically mailed or faxed addressed to the member at the address as it appears on the books of the Association. For the purpose of sending any notice, the address of any member shall be the last address as recorded on the books of the Association.

BORROWING

35. The Directors may from time to time borrow money on the credit of the Corporation in accordance with paragraph 10 herein.

REPEAL

36. Upon this by-law coming into force, all prior by-laws of the Corporation are repealed, provided that such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such by laws prior to their repeal.

INTERPRETATION

37. The Board of Directors shall hear and decide all questions involving interpretation or application of the Letters Patent or by-laws, and all decisions shall be binding unless the membership votes to obtain a legal opinion on the interpretation or application.

In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and visa versa.

Passed by the membership

This 27th day of November, 2009



PRESIDENT



SECRETARY

**SCHEDULE A - Consent to
Act as a Director**

TO: AFRO-CANADIAN CARIBBEAN ASSOCIATION OF HAMILTON AND DISTRICT

I hereby consent to act as a Director of the Association.

I consent to a meeting of Directors of the Association being held by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

DATED: _____, 20__.

Signature of Director

Name in full (Please Print)

Address

Address (include Postal Code)

Contact Telephone Number

Alternate Telephone Number