

BY-LAW OF THE JAMAICAN ASSOCIATION OF MANITOBA INC.

ARTICLE 1: NAME, HEAD OFFICE AND CORPORATE SEAL

1.1 NAME: The name of the organization shall be the Jamaican Association of Manitoba Inc., hereinafter called the JAM.

1.2 HEAD OFFICE: The Head Office shall be in Winnipeg, in the province of Manitoba, 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 remains 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 JAM: "JAM" means The Jamaican Association of Manitoba Inc.

2.2 ASSOCIATION: "Association" means The Jamaican Association of Manitoba Inc.

2.3 ORGANIZATION: "Organization" means The Jamaican Association of Manitoba Inc.

2.4 BY-LAW: "By-Law" means these regulations in accordance with the Corporations Act (Manitoba) and any other By-Law of the JAM from time to time in force.

2.5 BOARD: "Board" means the Board of Directors of the JAM.

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 JAM 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.

3.8 To invest the funds of the Association in any securities in which the Board may invest funds, at its discretion.

ARTICLE 4: MEMBERS CODE OF CONDUCT

4.1 Promote the mission, objectives and ideals of the Jamaican Association of Manitoba in all dealings with the public on behalf of the Association and within the JAM.

4.2 Foster and provide a positive and valued experience for those stakeholders receiving service within and outside the JAM.

4.3 Treat all with equality and dignity without regard for gender, race, colour, creed, ancestry, place of origin, political beliefs, religion, marital status, disability, age, gender expression or sexual orientation.

4.4 Act at all times with honesty and integrity and, where applicable, act in accordance with any professional standards and/or governing laws and legislation that may apply to the duties and responsibilities that are being performed for and on behalf of the JAM.

4.5 Comply with the letter and spirit of any training or orientation provided by JAM in connection with those responsibilities.

4.6 Adhere to the stated policies and procedures of the JAM and support the decisions and directions of the Board and Membership.

4.7 Take responsibility for their actions and decisions.

4.8 Adhere to established communication channels and reporting lines to facilitate the effective resolution of problems.

4.9 Not exceed the authority of their positions but should freely consult with the applicable Board member for further discussion.

ARTICLE 5: MEMBERSHIP

5.1 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.

5.2 There shall be four categories of membership: Regular, Small Business, Affiliate and Lifetime.

5.3 The categories of **Regular Membership** are adult, family, youth and senior; the requirements for Regular Membership shall be as follows:

5.3.1 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.

5.3.2 Regular Members, sixteen years or older, shall take part in any of the Association's activities and may vote on JAM matters.

5.3.3 A Regular Member, Jamaican by birth or heritage, may hold any position on the Board of Directors or as Chair of Standing or other Committees.

5.3.4 A Regular Member who is not Jamaican by birth or heritage may hold positions as member of a Standing Committee or other Committee but cannot hold a Board position.

5.3.5 Regular Members shall be required to pay an annual fee to the Association.

5.3.6 Application for Regular Membership shall be in writing or online and shall be approved by Resolution of the Board of Directors.

5.3.7 At the discretion of the Board of Directors, with approval from the membership, Regular Membership may be revoked, should the activities and/or objectives of the Regular Member become at variance with the interests of JAM.

5.4 The requirements for **Small Business Membership** shall be as follows:

5.4.1 Small Business Membership shall be open to all registered businesses that identify as Jamaican, Black, Caribbean or African Canadian owned, with 100 or fewer employees.

5.4.2 Small Business Membership shall be open to all who share the aims and objectives of the Association.

5.4.3 Small Business Members shall take part in any of the Association's activities but cannot vote on JAM matters.

5.4.4 Small Business Members shall be required to pay an annual fee to the Association.

5.4.5 Small Business Members cannot hold a position on the Board of Directors or be a member or Chair of a Committee.

5.4.6 Application for Small Business Membership shall be in writing or online and shall be approved by motion of the Board of Directors.

5.4.7 At the discretion of the Board of Directors, with approval from the membership, Small Business Membership may be revoked, should the activities and/or objectives of the Business Member become at variance with the interests of JAM.

5.5 The requirements for **Affiliate Membership** shall be as follows:

5.5.1 Affiliate Membership shall be open to all Jamaican, Caribbean and Black organizations, who share the aims and objectives of the Association.

5.5.2 Affiliate Members shall take part in any of the Association's activities but may not vote on JAM matters.

5.5.3 Affiliate Members shall be required to pay an annual fee to the Association.

5.5.4 Affiliate Members cannot hold a position on the Board of Directors or be a member or Chair of a Committee.

5.5.5 Application for Affiliate Membership shall be in writing or online and shall be approved by motion of the Board of Directors.

5.5.6 At the discretion of the Board of Directors, with approval from the membership, an Affiliate Membership may be revoked, should the activities and/or objectives of the Affiliate become at variance with the interests of JAM.

5.6 The requirements for **Lifetime Membership** shall be as follows:

5.6.1 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.

5.6.2 Nominations for Lifetime Membership must be submitted to the Membership Committee for recommendation to the Board for approval.

5.6.3 Lifetime Members shall not be required to pay an annual membership fee to the Association.

5.6.4 Lifetime Members may take part in any of the activities of the Association and may vote or hold office.

5.6.5 At the discretion of the Board of Directors, with approval from the membership, a Lifetime Membership may be revoked, should the activities and/or objectives of the Lifetime Member become at variance with the interests of JAM.

ARTICLE 6: DUES

6.1 The fees payable by Regular, Small Business 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.

6.2 The Membership period shall be for twelve (12) consecutive months from the date of registration or renewal. Membership fees shall be due annually on the anniversary of the member's registration date.

6.3 At each Annual General Meeting, eligible voters shall be members in good standing who have paid their membership fees at least thirty (30) days prior to the date of the meeting.

ARTICLE 7: BOARD OF DIRECTORS, COMMITTEES,

7.1 Subject to Article 5.3.3, only Regular Members in good standing shall be eligible to hold office on the Board of Directors.

7.2 The Board of Directors shall be comprised of the following:

- 7.2.1 President
- 7.2.2 Vice-President
- 7.2.3 General Secretary
- 7.2.4 Treasurer
- 7.2.5 Director of Fundraising
- 7.2.6 Director of Communications
- 7.2.7 Director of Membership
- 7.2.8 Director at Large
- 7.2.9 Director at Large
- 7.2.10 The Immediate Past President (non-voting)

7.3 Committees: The following are the standing committees that will report to the Board through the Vice President and directly to the membership at each membership meeting:

- 7.3.1 Building Committee
- 7.3.2 Education and Culture Committee

7.3.3 Membership Committee

7.3.4 Social Services Committee

7.3.5 Social and Fundraising Committee

7.3.6 Public Relations Committee

7.4 Elections: The Board of Directors shall be elected for a three-year term.

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

7.6 Transitional Provision on Term Limits: The limitation on Board service under the previous By-laws (two consecutive one-year terms) shall not apply following the adoption of these amended By-laws. Term limits shall be calculated from the date of adoption of these By-laws, with all Directors eligible to serve up to two consecutive three-year terms under the new provisions.

7.7 Ex-officio Members: The Immediate Past President of the Association shall automatically become an ex-officio, non-voting member of the Board.

7.8 Following each election of the Board of Directors, the outgoing Board or Director shall continue to serve in an advisory capacity until the newly elected Board or Director assumes full responsibilities. The transition period shall not exceed thirty (30) days from the date of the election. During this period, outgoing Board Members or Directors shall:

7.8.1 Facilitate the transfer of records, accounts, and other property of the Association to their successors;

7.8.2 Provide orientation and briefing to incoming Board Members on ongoing projects, commitments, and priorities;

7.8.3 Support continuity in the operations of the Association to ensure a smooth and effective handover;

7.8.4 The newly elected Board shall assume full authority immediately following the conclusion of the transition period.

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

7.9.1 President (Bank Accounts, Other Documents)

7.9.2 Vice President (Bank Accounts, Other Documents)

7.9.3 Treasurer (Bank Accounts, Other Documents)

7.9.4 General Secretary (Bank Accounts, Other Documents)

7.10 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 shall be the Chair.

7.11 Advocacy/Public Policy Committee: 3 members – one of whom shall be the President.

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

7.13 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 General 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 JAM, except under the following conditions:

7.13.1 The Board decides, after competitive tenders have been sought, that it is in the interest of the JAM, on the grounds of quality or special advantage, to award a contract to, or to purchase goods and/or services from, the Director.

7.13.2 The Director takes no part in deciding the awarding of the contract or the purchasing of goods and services.

7.14 The Board of Directors 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.

7.14.1 Members of the Board of Directors will exercise sound judgment, conducting themselves appropriately when interacting with members, staff, volunteers, clients, stakeholders and fellow Board members so as to promote the utmost professionalism.

7.14.2 To ensure Board transparency and accountability, Board Members are required to sign off and adhere to all Policies, Protocols, and Procedures of the JAM.

7.14.3 All Board Members are expected to adhere to decisions and positions taken by the Board, regardless of their individual views.

7.14.4 The Board may recommend disciplinary action, up to and including removal from the Board in accordance with these By-laws.

7.15 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 their position for any of the following reasons:

7.15.1 For not adhering to the Codes of Conduct or Conflict of Interest policies;

7.15.2 For absences, without acceptable reason, from three (3) consecutive Board meetings;

7.15.3 For failure to perform the duties of their office as outlined in the Board's policy manual;

7.15.4 For conduct deemed to be unbecoming to the aims and objectives of the JAM.

7.16 Individuals who resign from the Board prior to completion of their term and without cause, will not be eligible to serve on the Board for the period of two years following resignation.

7.17 In the event of the resignation, removal, or incapacity of the President, the Vice President shall assume the role of Acting President until such time as the Board appoints or the membership elects a new President.

7.18 Where vacancies occur on the Board that reduce the number of Directors below the minimum required for quorum, the President or Acting President shall call a Special Meeting of the Membership within thirty (30) days to fill such vacancies.

7.19 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 President, in consultation with the Board of Directors, for the remainder of the term.

ARTICLE 8: DUTIES OF DIRECTORS

8.1 The responsibilities of the President shall be as follows:

8.1.1 Be chairperson of the Board and all general meetings;

8.1.2 Be spokesperson for the Association, with the approval of the Board, in all matters affecting the Association;

8.1.3 At the request of a 15 members in good standing, or in consultation with the Board, call special meetings of the Association;

8.1.4 Work in co-operation with the Board, Members of the Association, and Staff for the proper functioning of the Association, and assume responsibility;

8.1.5 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;

8.1.6 Submit written reports to the Board's monthly meetings; and submit a Quarterly Report for incorporation into the Quarterly Board Report to Members.;

8.1.7 Submit to the Board for approval the organization's work plan and Budget - which should be aligned with the organization's strategic plan – within three months prior to the Annual General Meeting;

8.1.8 Attend the Board, General and Annual General Meetings of the Association.

8.2 The Vice-President Shall:

8.2.1 Assist the President in performing their duties and assume responsibility in their absence or inability to serve for any reason;

8.2.2 Schedule and chair two all-committees meetings annually to get feedback and input from committee members and report their activities to the Board;

8.2.3 Provide regular report to the Board on the activities of the Standing Committees;

8.2.4 Liaise with and provide direction to six (6) Standing Committees in implementing their respective annual activities, events and plans for developing and presenting cultural and educational forums and events showcasing the unique talents of our diverse communities;

8.2.5 Co-ordinate and/or carry out special projects assigned from time to time by the Board of Directors;

8.2.6 Submit written reports to the Board's monthly meetings; and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;

8.2.7 For all Standing Committees, submit to the Board for approval the Annual Work Plans and Budgets, aligned with the Organization's strategic plan - within three months prior to the Annual General Meeting;

8.2.8 Attend the Board, General and Annual General Meetings of the Association.

8.3 The General Secretary Shall:

8.3.1 Be in charge of the Association's seal, books, records, and documents, subject to the direction and approval of the Board of Directors;

8.3.2 Be responsible for handling and responding to all correspondence and ensuring all official documents are saved in the organization's cloud server;

8.3.3 Be responsible for notifying members of meetings, as well as for recording and preparing minutes of all Membership and Board meetings;

8.3.4 Be responsible for preparing a yearly calendar of the Association's activities, to facilitate effective co-ordination;

8.3.5 Attend the Board, General and Annual General Meetings of the Association;

8.3.6 Submit to the Board for approval an Annual Work Plan and Budget, which shall be aligned with the organization's strategic plan, within three months prior to the Annual General Meeting.

8.4 The Treasurer Shall:

8.4.1 Be custodian of the Association's funds;

8.4.2 Ensure the Board's financial policies are being followed;

8.4.3 Prepare and monitor performance against the budget;

8.4.4 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;

8.4.5 Keep complete and accurate accounts of the receipts disbursements of all funds;

8.4.6 Ensure the proper management of funds at the Association's functions;

8.4.7 Be one of the designated Signing Officers for cheques drawn on the Association's bank accounts;

8.4.8 Create, monitor and update the long term capital and infrastructure plan of the Association; update the Board annually;

8.4.9 Present financial reports to monthly meetings of the Board of Directors, Membership and Annual General Meetings;

8.4.10 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;

8.4.11 Attend the Board, Membership and Annual General Meetings of the Association;

8.4.12 Chair the Finance Committee;

8.4.13 Ensure the audited and/or unaudited financial statements are presented to the Board of Directors and to the Membership at the Annual General Meeting;

8.4.14 Call the motion at the Annual General Meeting for the appointment of the Auditor;

8.4.15 Act as financial resource to other committees.

8.5 Two (2) Directors at Large Shall:

8.5.1 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;

8.5.2 Co-ordinate and/or carry out special projects assigned by the President and /or the Board of Directors;

8.5.3 Submit written reports to the Board's monthly meetings; and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;

8.5.4 Attend the Board, Membership and Annual General Meetings of the Association.

8.6 Director of Fundraising Shall:

8.6.1 Be the Chair of the Social and Fundraising Committee

8.6.2 Develop a fundraising strategy that aligns to the organization's strategic plan; this includes In Memoriam, Bequests, individual and corporate sector donations and sponsorship as well as government grants;

8.6.3 As required, coordinate and conduct fundraising workshops/seminars of interest to members;

8.6.4 When appropriate, work with Fundraising or other committees to execute the fundraising strategy;

8.6.5 Submit to the Board for approval an annual work plan - which should be aligned with the organization's strategic plan - within three months prior to the Annual General Meeting;

8.6.6 Submit written reports to the Board's monthly meetings; and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;

8.6.7 Attend the Board, Membership and Annual General Meetings of the Association.

8.7 Director of Communications Shall:

8.7.1 Be the Chair of the Public Relations Committee

8.7.2 Assume overall responsibility for publicizing the activities and achievements of the Association to members; establish and maintain a high profile for the Association;

8.7.3 Maintain an accurate and up-to-date website, and social media accounts, ensuring regular promotion of the events, initiatives, services and programs of the Association;

8.7.4 Develop multi-year strategic communication that aligns with the strategic plan;

- 8.7.5 In conjunction with the President write press releases/news briefings;
- 8.7.6 Be responsible for producing a quarterly newsletter;
- 8.7.7 Establish and maintain good working relationship with the media;
- 8.7.8 Submit to the Board for approval an annual work plan - which should be aligned with the organization's strategic plan - within three months prior to the Annual General Meeting;
- 8.7.9 Submit written reports to the Board's monthly meetings; and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;
- 8.7.10 Attend the Board, Membership and Annual General Meetings of the Association.

8.8 Director of Membership Shall:

- 8.8.1 Be the Chair of the Membership Committee
- 8.8.2 Assume overall responsibility for the recruitment, retention, and engagement of members of the Association;
- 8.8.3 Maintain an up-to-date and accurate membership database, ensuring that all records are properly secured and accessible to the Board as required;
- 8.8.4 Develop and implement strategies to attract new members and encourage renewals, including membership drives, outreach campaigns, and promotional initiatives;
- 8.8.5 Work closely with the Public Relations and Social and Fundraising Committees to enhance the visibility and appeal of membership;
- 8.8.6 Ensure that all membership applications, renewals, and terminations comply with the Association's by-laws and policies;
- 8.8.7 Provide the Board with quarterly membership statistics, including new members, renewals, expirations, and demographic trends;
- 8.8.8 Submit to the Board for approval an annual work plan - which should be aligned with the organization's strategic plan - within three months prior to the Annual General Meeting;
- 8.8.9 Submit written reports to the Board's monthly meetings; and submit to the President a Quarterly Report for incorporation into the Quarterly Board Report to Members;
- 8.8.10 Attend the Board, Membership and Annual General Meetings of the Association.

ARTICLE 9: POWERS OF THE BOARD

9.1 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 contract 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.

9.2 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.

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

9.3.1 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 General Secretary; and the General 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, General Secretary, Treasurer, any person authorized by the Board of Directors;

9.3.2 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.

9.4 Borrowing: The Board of Directors may from time to time with the prior approval of the Membership undertake the following:

9.4.1 In the event of an emergency and notwithstanding 9.4, borrow up to 50% of retained earning up to a maximum of \$50,000;

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

9.4.3 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;

9.4.4 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;

9.4.5 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.

9.5 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 10: COMMITTEES AND THEIR DUTIES

10.1 There shall be a Board appointed Finance Committee and six (6) Standing Committees as follows: Education & Culture, Membership, Social Services, Social & Fundraising, Public Relations, and Building. All Standing Committees will report to the Vice President.

10.2 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.

10.2.1 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.

10.3 The **Building Committee** Shall:

10.3.1 Report to the Vice President;

- 10.3.2 Coordinate clean up days, assisting with general maintenance of the building such as lawn care, replacing light bulbs, monitoring safety, managing the bar during JAM events, overseeing rentals, etc.;
- 10.3.3 Submit through the Vice President to the Board for approval the Committee's annual Work plan and Budget within three months prior to the Annual General Meeting;
- 10.3.4 Prepare and submit through the Vice President, a report to the members at each quarterly and annual general meeting;
- 10.3.5 Attend the Board, Membership and Annual General Meetings of the Association.

10.4 The **Education & Culture Committee** Shall:

- 10.4.3.1 Assume overall responsibility for providing educational programs and activities for the Association's members and children as well as for the broader community;
- 10.4.3.2 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;
- 10.4.3.3 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;
- 10.4.3.4 Prepare and submit through the Vice President, a report to the members at each quarterly and annual general meeting;
- 10.4.3.5 Submit through the Vice President to the Board for approval the committee's annual Work plan and Budget - within three months prior to the Annual General Meeting;
- 10.4.3.6 Attend the Quarterly and General Meetings of the Association.

10.5 The **Membership Committee** Shall:

- 10.5.1 Be responsible for the development and implementation of a membership strategy approved by the Board of Directors;
- 10.5.2 In conjunction with the Board of Directors, set annual targets for recruitment of new and current members, ensuring targets are met;
- 10.5.3 Plan and execute annual membership events, membership recognition events and volunteer information sessions;
- 10.5.4 Host at least two membership social events annually;
- 10.5.5 Collect annual membership dues;
- 10.5.6 Manage and maintain the membership database, ensuring it is kept up to date
- 10.5.7 On a quarterly basis, submit to the Board for approval all applications for membership in the Association;
- 10.5.8 Secure and maintain membership benefits;

- 10.5.9 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;
- 10.5.10 Prepare and submit, through the Vice President, a report to the members at each quarterly and annual general meetings;
- 10.5.11 Attend the Quarterly and Annual General Meetings of the Association.

10.6 The Social Services Committee Shall:

- 10.6.1 Assume overall responsibility for services to members;
- 10.6.2 Be accountable for the Awards Committee that scans the membership and community for suitable candidates to be presented to the Board for Lifetime Membership; annual awards; long service awards; 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 General Secretary;
- 10.6.3 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;
- 10.6.4 Prepare and submit a report, through the Vice President, to the members at each quarterly and annual general meeting;
- 10.6.5 Submit through the Vice President to the Board for approval the committee's annual work plan and budget - within three months prior to the Annual General Meeting;
- 10.6.6 Attend the Quarterly and Annual General Meetings of the Association.

10.7 The Social and Fundraising Committee Shall:

- 10.7.1 Assume overall responsibility for planning, organizing, and executing fundraising activities and social events that support the objectives of the Association;
- 10.7.2 Develop creative and sustainable strategies to generate revenue for the Association's programs, projects, and initiatives;
- 10.7.3 Actively pursue sponsorships, partnerships, and grants from businesses, community organizations, and funding agencies to enhance the financial sustainability of the Association;
- 10.7.4 Coordinate logistics for social events, including but not limited to venue selection, catering, entertainment, and program design, ensuring events reflect the culture and values of the Association;
- 10.7.5 Collaborate with other committees to integrate fundraising elements into Association events where appropriate;
- 10.7.6 Maintain accurate records of all funds raised and expenses incurred, and submit financial reports through the Treasurer to the Board;
- 10.7.7 Submit through the Vice President to the Board for approval the committee's annual work plan and budget – within three months prior to the Annual General Meeting;
- 10.7.8 Prepare and submit a report, through the Vice President, to the members at each quarterly and annual general meeting;
- 10.7.9 Attend the Quarterly and Annual General Meetings of the Association.

10.8 The Public Relations Committee Shall:

- 10.8.1 Assume overall responsibility for promoting and protecting the Association's image, brand, and reputation among members and the wider community;
- 10.8.2 Manage the Association's communications channels, including but not limited to newsletters, press releases, social media platforms, and the website, ensuring that all

- messaging reflects the values and objectives of the Association;
- 10.8.3 Develop, implement, and oversee branding guidelines, including use of logos, design elements, and official statements, ensuring consistent and professional public representation of the Association;
 - 10.8.4 Provide support to the Board in managing public image during times of crisis or controversy, including preparing official responses and ensuring consistent messaging;
 - 10.8.5 Develop and maintain strong relationships with media outlets, community organizations, and other stakeholders to enhance the visibility and reputation of the Association;
 - 10.8.6 Be accountable for producing timely announcements, event promotions, and coverage of Association programs, and for documenting these activities for archival purposes;
 - 10.8.7 Submit through the Director of Communications to the Board for approval the committee's annual work plan and budget – within three months prior to the Annual General Meeting;
 - 10.8.8 Prepare and submit a report, through the Vice President, to the members at each quarterly and annual general meeting;
 - 10.8.9 Attend the Quarterly and Annual General Meetings of the Association.

ARTICLE 11: QUORUMS, VOTING PRIVILEGES, NOMINATIONS AND MEETINGS

11.1. The quorums for meeting of the JAM shall be as follows:

11.1.1 For a general meeting, 25 percent of members in good standing including duly appointed proxy holders;

11.1.2 For a meeting of the Board of Directors, 5 voting members.

11.1.3 If there is no quorum, a meeting may continue as information only, with no decision taken

11.1.4 Participation by members or Directors in meetings of the Association through video conference or teleconference shall be deemed equivalent to in-person attendance. Such participants shall count toward quorum and may vote as if physically present.

11.2 Voting Privileges may be exercised by Regular Members, sixteen years and older, in good standing and by Lifetime members only;

11.3 Voting shall be as follows:

11.3.1 Voting in elections or on resolutions may be conducted by paper ballot, proxy, or by secure electronic voting system approved by the Board, provided that such system ensures confidentiality, fairness, and accurate tabulation.

11.3.2 For all other matters, by show of hands.

11.4 For the purpose of the Annual General Meeting a member in good standing shall be Lifetime Members and Regular Members, over sixteen years of age whose membership fee has been paid no less than thirty (30) days prior the meeting.

11.5 For the purpose of the Annual General Meeting a Nominating Committee of five members excluding Board Members, shall be appointed by the Board within three months (3) prior to the Annual General Meeting, for the following reasons:

11.5.1 To canvass the membership and the community for suitable candidates for Board/committees positions;

11.5.2 To present to the AGM a slate of qualified candidates closely matched to the criteria provided for the respective position on the Board of Directors;

11.5.3 To ensure that persons intending to run for a position on the Board of Directors are not part of the Nominating Committee, and that should a Nominating Committee member decide to run for a Board position, they resign immediately;

11.5.4 To follow-up with new Board Members within 3 months of their election, to ensure that they have successfully assumed their responsibilities;

11.5.5 To manage the electoral process related to preparing ballots (paper, electronic or proxy), counting and reconciliation, and motion to destroy ballots.

11.6 Notice of Annual General Meeting shall be sent electronically or by mail to members in good standing at least fourteen (14) days prior to the date of the meeting, such to be held no later than April of each year.

11.7 There shall be an Annual General Meeting for the following purposes:

11.7.1 To elect the Board of Directors for the ensuing term, in an election year;

11.7.2 To receive reports of officers and committees through the Board Report of the President;

11.7.3 To receive the Auditor's Report;

11.7.4 To appoint an external auditor, who shall hold office until the next Annual General Meeting after being appointed, or until their successor is appointed;

11.7.5 To conduct any other business of the Association.

11.8 Membership Meetings: In addition to the AGM, Membership meetings shall be held in June, September and December in person, video conference or by other electronic means. 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 need is for such meetings.

11.9 When requested by a quorum of 25 percent of members in good standing including duly appointed proxy holders, the President or Vice President shall convene a Special Meeting within ten days of being notified in writing.

11.10 Meeting of the Board of Directors shall be held monthly in person and/or by video conference. The time and place shall be determined by the Board.

11.12 Decisions at all meetings shall be by majority vote of those present.

11.13 No error of omission in giving notice of any meeting of Members of the Association, or any adjournment thereof, shall invalidate such meeting or make void the proceedings of the meeting. For the purpose of serving a notice of meeting, the email or mailing address of any Member or Director shall be their last address recorded in the database of the Association.

11.14 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.

11.15 Motions that have financial implications must be sent to members in advance of the respective general meeting.

ARTICLE 12: DISCIPLINARY ACTION

12.1 The Board shall have authority to reprimand, suspend, or expel any member from the Association, after an investigative process is concluded, for any of the following reasons:

12.1.1 Violation of the Articles, By-laws, or written policies of the Association;

12.1.2 Conduct that is detrimental to the Association or inconsistent with its Code of Conduct, aims, or objectives;

12.1.3 Any other reason the Board, acting reasonably and in good faith, deems sufficient having regard to the purpose of the Association.

12.1.4 Disciplinary action requires a two-thirds (2/3) majority vote of the full Board of Directors.

12.2 The Board may impose one or more of the following actions: reprimand, suspension, or expulsion.

12.3 A member facing disciplinary action shall receive written notice of the allegations and proposed action at least fourteen (14) days prior to the Board meeting where the matter will be considered.

12.4 The member shall have the right to present their case, submit evidence, and/or call witnesses before a decision is made.

12.5 Where the evidence suggests the need for further consideration, the Board shall refer the matter to a Disciplinary Committee, chaired by the Immediate Past President. The Disciplinary Committee shall consist of:

- 12.5.1 The Immediate Past President (Chair)
 - 12.5.2 One (1) member appointed by the Board
 - 12.5.3 One (1) member chosen by the accused member, and
 - 12.5.4 A fourth member jointly selected by the other appointees, if necessary, to break deadlock or provide balance.
- 12.6 The Disciplinary Committee shall review the matter, gather evidence, and submit written recommendations to the Board within thirty (30) days.
- 12.7 The recommendations of the Disciplinary Committee shall be enforced by the Board.
- 12.8 The decision shall be communicated in writing to the member within fourteen (14) days of the decision.
- 12.9 A disciplined member shall have the right to appeal the Board's decision at the next General Meeting of the Association.
- 12.10 The decision of the General Membership, made by a two-thirds (2/3) majority vote of those present, shall be final.
- 12.11 Disputes among members, or between members and the Board, that do not involve grounds for disciplinary action under Article 3.3, may be referred to mediation by mutual agreement of the parties. The Board shall facilitate such mediation using a neutral third party where appropriate, before considering further action.

ARTICLE 13: GENERAL

13.1 Political Affiliation: All members of the Board shall be politically non-partisan in any dealings on behalf of JAM.

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 JAM; or for any loss, damage, or expense happening to the JAM because of unforeseen circumstances involving the acquisition of property by order of the Board on behalf of JAM; 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 simple resolution, 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 their duties on behalf of JAM.

13.4 Honorarium: The Board of Directors, by simple resolution, may pay an honorarium to the Association's Treasurer or another member of the Board 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 Robert's Rules of Order: These rules constitute the parliamentary authority of the Association

13.7 Amendment of the By-Laws: These By-Laws 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 thirty (30) days' written notice of the proposed amendment was submitted to the members.

Certification of Adoption

These By-Laws were approved by resolution of the Members of the Jamaican Association of Manitoba Inc. at a duly convened General Meeting held on December 7, 2025.

These By-Laws shall take effect immediately upon adoption.