

BYLAWS of the
NATIONAL ASSOCIATION OF BAHAMIANS IN CANADA

(drafted July 1, 2017, passed July 10, 2017)

ARTICLE I

NAME, IDENTITY, AND PURPOSE

Section 1.01 Name: The name of the organization is the National Association of Bahamians in Canada (N-ABC).

Mission : N-ABC is organized as a forum for persons of The Bahamas diaspora and friends of The Bahamas to collectively support social and charitable programs for benefit of the Bahamian community that resides within Canada and in The Bahamas

Section 1.02 Objectives:

- 1) To project a positive image of The Bahamas/Bahamians.
- 2) To maintain a strong and vibrant network that recognizes and fosters memberships' entrepreneurship, education, development and cultural awareness.
- 3) To take an active and unbiased interest in cultural, social and civic activities that promote and benefit The Bahamas and Bahamians, including the diaspora represented in Canada
- 4) To support the educational advancement of Bahamian students studying within Canadian universities/colleges
- 5) To facilitate disaster relief programs (given The Bahamas' geographical location and disposition to effects of natural disasters i.e. Hurricanes)

ARTICLE II

MEMBERSHIP

Section 2.01. Membership: Any individual or group who subscribes to the mission of the Association shall be eligible to apply for membership. An applicant for membership shall submit to the N-ABC a completed membership application and payment of the appropriate dues, as established by the Board of Directors.

N-ABC is authorized to establish Class A members, Class B members and Class C members as follows:

(1) The Class A (“General member”) - shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

(2) The Class B (“Students members”) shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class B member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

(3) The Class C (“friends”) - annual members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class C member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

Section 2.02. Membership Benefits: Members in good standing are eligible to affiliate with member communities set forth in Articles VI-IX; nominate candidates for Board service; serve on the Board of Directors, ILA committees, and task forces; vote in Member Interest Group elections; and receive additional benefits, which may vary based on pricing levels.

Section 2.03. Membership Meetings: Meetings of the membership will be held at times and places determined by the Board of Directors.

Section 2.04. Membership Dues: Membership dues are established by the Board of Directors and should be reviewed at minimum every three years. Annual dues are payable to the Association within 60 days of any administration year for existing members and within 15 days of new membership application.

Members in good standing are those who have no outstanding financial commitments (ie dues) to the Association and are not under any form of disciplinary action (ie suspension, investigation) from the Association

ARTICLE III

BOARD OF DIRECTORS

Section 3.01 Authority of Directors: The Board of Directors (hereinafter the Board) is the policymaking body of the Association and may exercise all the powers and authority granted to the Association by law. The Board shall oversee the Association's policies and procedures. Among its other powers, the Board of the Association shall have and may not delegate the power to:

- a) Adopt, amend, and repeal the Bylaws, Articles of Incorporation, and the mission statement
- b) Elect or remove Board members or Officers
- c) Appoint or terminate the President
- d) Adopt the budget
- e) Create and Eliminate programs, dissolve the organization
- f) Obligate the organization to new debts, approve any application for and acceptance of any lines of credit or any other borrowing of funds in the name of the Association
- g) Sell, transfer, or buy a major asset.

Section 3.02 Board Quorum: A quorum shall consist of a simple majority of the total number of voting Board members then in office. Unless otherwise stated in these Bylaws, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 3.03 Ex-officio, emeriti, and other specially appointed Board members do not have voting rights and they shall not be counted towards quorum.

Section 3.04 Number of Board Members: Unless otherwise stated in these bylaws, the Board shall consist of a minimum of three (3) and up to seven (7) voting members

Upon approval of the Board, the Board Chair and the President may jointly appoint non-voting ex officio members of the Board to serve in important organizational roles such as the Conference Chair.

Section 3.05 Election and Term of Board Members:

Board members shall be elected by a two-thirds majority vote of the Board members present at a meeting at which two-thirds of the voting members are present.

Terms: Unless otherwise specified when elected (e.g. when filling a vacancy), Directors shall be elected for a minimum term of one year (1) and maximum of two (2) years, starting on August 1 after their election and ending on July 31 after their successor has been elected and qualified.

Voting Members of the Board of Directors may serve no more than two (2) three-year terms; however, a Director may remain on the Board subsequent to serving two regular Board terms for as long as the Director is also serving as an Officer. For purposes of this limit, a Director elected to fill a vacancy for a partial term will be considered to have served a full term if they serve two (2) years or more.

Emeritus Members: The Board may elect non-voting emeritus members with lifetime terms in recognition of individual service.

Section 3.06 Resignation and Removal: Resignations are effective upon receipt by the Board Chair of a written notification. The Board of Directors, at its discretion, may remove any Director by a two-thirds majority of the voting Board. Removal shall occur only after the Director complained against has been given notice and a reasonable opportunity to respond to the Board.

Section 3.07 Vacancies: Any vacancy on the Board, from whatever cause arising, shall be filled by the procedures set forth in these Bylaws. If the number of Board Members remaining in office falls below five (5), the Board may fill the vacancy by the affirmative vote of the majority of the Board Members remaining in office.

Section 3.08 Meetings: The Board shall hold at least four (4) regular meetings annually. The Board may hold meetings at such times and places as the Board shall determine. Any or all members of the Board may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Special Meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. The Secretary or Director-Communications shall send out email notices of special meetings to each Board member at least two (2) weeks in advance.

Section 3.09 Action by Electronic Mail: Any action that may be taken in writing pursuant to these Bylaws may be taken through electronic mail so long as the mail is sent in a format that can be stored or printed by the Association in accordance with local laws of the province of Ontario. Notwithstanding the foregoing, meetings of the Board may not be conducted by electronic mail or completely by digital means.

Section 3.10 Compensation of Board Members: Board Members shall not be compensated for serving on the Board; however, a Board member who also serves as an employee of the Association may be compensated for their service as an employee.

Section 3.11 General Standards for Board Members: Each Board Member shall discharge the duties of a Board Member, including committee duties, in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board Member reasonably believes to be in the best interests of the Association.

ARTICLE IV

OFFICERS

Section 4.01 Officers: The elected officers of the Association shall be the President, Vice President, Secretary, Director-Communications, Director-Membership, and Director- Finance. Two (2) elected offices may be held by the same person, except President and Director - Finance. The Board may create additional officer positions to serve emergent needs of the organization.

Section 4.02 Duties: Subject to the control of the Board of Directors, all Officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An Officer shall discharge their duties in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Officer reasonably believes to be in the best interests of the Association.

Duties of the President: The President will serve as the Chief Executive Officer of the Association and shall have general and active management of the programs, affairs, and employees of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall perform other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

The President shall serve as the presiding officer at meetings of the membership, the Board, and the Executive Committee.

Duties of the Vice President: In the absence of the President, the Vice President shall perform the duties of the President and shall have all of the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the Chair and President may together from time to time provide, subject to the powers and supervision of the Board of Directors.

Duties of the Secretary: The Secretary works with a designated staff person to keep an accurate record of the proceedings of all meetings of the Board of Directors and other business meetings of the Association, give or cause to be given all notices in accordance with these Bylaws or as

required by law, ensure the maintenance of the permanent records of the Association, and in general shall perform all duties customary to the office of Secretary.

Duties of the Director-Finance: The Director-Finance shall oversee the development and observation of the organization's financial policies; regularly inform the Board of key financial reports, events, trends, and concerns; provide financial leadership to the Board; chair the Finance committee and with it propose the annual budget and financial reports (at minimum, quarterly financial reports are to be provided at membership meetings and an annual financial report at Annual general meeting)

Duties of the Director-Communications: The Director of Communications will set and guide the strategy for all communications, website, and public relations messages and collateral to consistently articulate the Association's mission and objectives. The Director of Communications will ensure that N-ABC is viewed as the primary source, disseminator, and conduit of information within this diverse network and constituent base. The Director of Communications will work closely with a senior peer group within the organization as the communications partner on a variety of strategic initiatives.

Duties of the Director-Membership: The Director-Membership Directs and oversees membership activities the Association. The Director, develops programs and initiatives designed to increase membership and updates and distributes information to current members as well as prospective members. The Director-Membership also tracks and follows up on collection of dues for the membership base.

*The President and Director-Finance are jointly responsible for ensuring the regulatory filings of the Association are current and for timely response/resolution of inquiries from regulatory bodies.

Section 4.03 Resignation and Removal: Resignations are effective upon receipt by the Chair or Secretary of a written notification. The Board of Directors, at its discretion, may remove any Officer by a two-thirds majority of the entire voting Board. Removal shall occur only after the Officer complained against has been given notice and reasonable opportunity to respond to the Board.

Section 4.04 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term shall be filled by the Board. The term of an officer filling a vacancy shall begin immediately and shall end as originally scheduled.

Section 4.05 Restrictive Clauses:

- 1) No financial commitments shall be made on behalf of the Associations without the approval of membership and/or majority vote of support by the Board of Directors.
- 2) All commitments are to be reviewed by the Board before action is taken. Under no circumstances shall a Director or Member take an action, commit the Association without prior approval.
- 3) Decisions of the Board and membership must be properly document/minuted and available for review
- 4) Banking and financial arrangements must be approved by the Board. Commitments and disbursements must be authorized (ie signed) by at either the President (or Vice President) and Director-Finance.

ARTICLE V

COMMITTEES

Section 5.01 Executive/Steering Committee: The Association shall have an Executive Committee, comprised of the Officers of the Board. The Executive Committee shall implement and enforce the policies and decisions of the Board of Directors, and assist the President in managing the affairs of the Association.

Section 5.02 Authority of the Executive/Steering Committee: The Board delegates authority to the Executive Committee as specified in the following responsibilities:

- a) Implements and enforces decisions of the Board of Directors; advises the President, reviews major issues in-between meetings facing the organization; assists the Chair in developing the agenda for Board meetings;
- b) Keeps the full Board informed of its activities and actions in an appropriately timely manner through written minutes and verbal reports at Board meetings;
- c) Facilitates an annual evaluation of the Strategic and Operational Plan;
- d) Reviews and recommends approval of the organization's operating budget; and conducts a timely review of detailed financial reports provided by the Director-Finance;
- e) Reviews contracts;
- f) Coordinates the development of policies;
- g) Re-allocates resources if necessary in the Budget within guidelines

Section 5.03 Standing Committees: In addition to the Executive/Steering Committee, there shall be Standing Committees of the Board: the Finance Committee, the Membership and Communications Committee, and the Fundraising Committee.

The President shall, in consultation with the chairs of the Standing Committees, jointly appoint the members of committees, all of whom shall be members in good standing, and a majority of whom shall be members of the Board.

The President may serve as ex officio members of any or all standing committees.

Section 5.04 Other Committees: The Chair and President shall jointly establish, with the advice and approval of the Board, such other committees, networks, task forces, and commissions as are determined to be necessary to serve the goals of the Association and its members. All such bodies shall be evaluated regularly by the President and may be retained, revised, or eliminated by action of the Board.

Section 5.05 Committee Records: Descriptions of the functions and duties of all Board committees, networks, task forces, and commissions shall be submitted to the Secretary and shall be made available to members of the Board upon request.

ARTICLE VI

SUBCHAPTERS

Section 6.01 Purpose: Regional Chapters provide an opportunity for N-ABC members sharing a common geographic location to gather together for activities that further the mission of the Association. A Regional Chapter will be comprised of a group of fifteen (15) or more N-ABC members in a geographically defined region.

Section 6.02 Formation: The Board has the authority to form and dissolve Regional Chapters. A regional Chapter of the N-ABC may be created upon the approval of the Board of Directors, upon the petition of a minimum of fifteen (15) members. The Board of Directors shall approve the geographical boundaries of each region. All Regional Chapters shall be evaluated regularly and may be retained, revised, or eliminated by actions of the Board of Directors.

Section 6.03 Regional Representative: The President shall appoint, with the advice and approval of the Board of Directors, a Regional Representative from each region.

The Regional Representative shall be responsible for organizing and coordinating regionally based programs, assisting the Officers and the Board of Directors in the development of the N-ABC, and advising on matters of policy.

Section 6.04 Administration: A Regional Chapter of N-ABC shall be entitled to cooperation from the N-ABC administrative office and in such other ways as the Board of Directors may decide.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 7.01 Fiscal Year: The fiscal year of the Association shall be August 1 to July 31 but may be changed by resolution of the Board of Directors.

Section 7.02 In order to maintain its Canadian tax exemption, the association must engage primarily in activities which accomplish one or more of its tax-exempt purposes. All revenue derived from dues, fund raising activities, grants or any other source shall be used entirely for the work of the Association. Such funds shall be expended in accordance with Association purposes consistent with its charitable tax exempt purposes, budget, or with the special terms of a grant or bequest consistent with Association purposes.

No part of the incomes of the Association shall be paid to any member as a share or dividend, but Officers, Directors, committee members, members, and employees may be reimbursed for necessary pre-approved expenses related to their duties, and employees may be paid wages and salaries consistent with the Board approved budget.

No loan shall be made or contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name.

Section 7.03 Checks, Drafts, and Contracts: All contracts, check, drafts, or other orders for payment of money by the Association shall be authorized and paid in accordance with the relevant financial policies adopted by the Board of Directors.

Section 7.04 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board of Directors after the close of each fiscal year.

ARTICLE VIII

RECORDS

Section 8.01 Books and Records: The Association shall keep correct and complete books and records of accounts, records of donations, grants and other income, and minutes of the proceedings of the Board of Directors, standing committees, and other established Board entities.

Section 8.02 Public Disclosure: After receiving CRA recognition of its federal tax-exemption, the Association shall keep available for public inspection at its registered place of business copies of the exemption application as filed. The Association shall either (i.) make such materials widely available to the public, such as by posting on the Internet, or (ii.) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing.

ARTICLE IX

BYLAW AMENDMENTS

Section 9.01 Amendments: The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors. Proposed amendments will be introduced at one Board meeting and voted upon at a subsequent Board meeting. Any such action shall be upon approval of a two-thirds majority vote at a meeting at which two-thirds of the voting members are present.

ARTICLE X

INDEMNIFICATION

Section 10.01 Definitions: “Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding. “Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Association.

Section 10.02 Right to Indemnification: Any Eligible Person made a party to or respondent in a Matter by reason of their position with or service to the Association shall to the fullest extent permitted by law, be indemnified by the Association against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which .i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Association, (ii.) in

the case of a criminal Matter, the person had reasonable cause to believe that their conduct was unlawful, or (iii.) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

Section 10.03 Limitation on Right of Indemnification: Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i.) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 10.02 above; or (ii.) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in Section 10.02 above.

Section 10.04 Other Rights: The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of their heirs, executors, or other lawful representative.

Section 10.05 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE XI

EMERGENCY POWERS

Section 11.01 Definition: An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

Section 11.02 Notice: During an emergency, unless the articles of incorporation or bylaws provide otherwise notice of a meeting of the board of directors need be given only to those directors it is practicable to reach and may be given in any practicable manner.

Section 11.03 Authorization: In the event of an emergency, the Board of Directors may:

- (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent.
- (2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

(3) One or more officers of the Association present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority.

(4) Action taken in good faith during an emergency to further the ordinary affairs of the nonprofit corporation: Binds the corporation; and shall not be used to impose liability on a director, officer, employee, or agent.

ARTICLE XI

POLICIES AND PROCEDURES

While these Bylaws serve as a primary governing document for the affairs of the Association, the Board is expected to develop and maintain policies and procedures that support good governance, controls and oversight and best practices with respect to the operation of the Association.

An inventory of these policies and the policies themselves should be maintained by the Secretary and retained in digital format in a shared repository accessible by the President and Directors of the Association.

APPROVALS

Date	Name	Title	Signature
July 10, 2017	Paul D. Lewis	President	
July 10, 2017	Devonnia Miller	Vice President	