

AFRICAN DIASPORA ASSOCIATION OF THE MARITIMES (ADAM)

CONSTITUTION AND BYLAWS

APRIL 2011

Notes on this version:

Included:

- Clearer guidelines about what happens when a Board of Directors is not operating properly.
- Clearer guidelines about financial responsibilities of the Board.

Removed until further consideration is taken:

- Honorary President or Advisory council.
 - The current Board would welcome an amendment to add them at a later date, but at this point as bodies they seem difficult to fill.
- Policy and Procedure Manual.
 - We have drafts of policies available, but they must be developed and added to the bylaws at a later date.

ARTICLES OF THE CONSTITUTION

1. Name, Mission Statement, Vision, Purpose, and Objectives
2. Jurisdiction
3. Membership
4. Officers/Board of Directors
5. Financial Provisions
6. Meetings
7. Bylaws

ARTICLES OF THE BYLAWS

- I. Membership
- II. Board of Directors
- III. The Board of Directors and the Executive Committee
- IV. Election of the Board of Directors and the Executive Committee
- V. Authority
- VI. Meetings
- VII. Financial Provisions
- VIII. Committees
- IX. Bylaw Amendments
- X. Termination

CONSTITUTION

ARTICLE 1: NAME, MISSION STATEMENT, VISION, PURPOSE AND OBJECTIVES

Section 1: Name

The name of this organization shall be the African Diaspora Association of the Maritimes (ADAM), hereafter referred to as ADAM. ADAM shall be a non-profit community based organization.

Section 2: Mission Statement

The mission of ADAM is to encourage and foster successful participation and integration of the African Canadian Diaspora in the educational, social, political, civic, and economic activities in Nova Scotia and in the Maritimes. ADAM is a welcoming and integrating organization, and will strive to provide the tangible and intangible infrastructures that are needed to resettle and motivate new immigrants of African descent to stay in Nova Scotia and in the Maritimes.

Section 3: Vision

ADAM envisions a society in which all individuals, including those of African descent, have equitable opportunities to realise their full potential and to participate meaningfully in the building of the Maritime Provinces.

Section 4: Purpose

ADAM's purpose is to provide services to its members and to network with all levels of government and with other public and private organizations for the benefit of its members and the community at large.

Section 5: Objectives

- a) To partner with government departments, public and private organizations and agencies in attracting, settling, integrating, and retaining African immigrants in Nova Scotia.

- b) To support the provision of services that encourage education, social services, civic, political and economic participation of all citizens, including those of African descent.
- c) To collaborate with government departments and agencies, public and private organizations and agencies to reduce barriers that hinder the full participation of those of African descent in the democratic processes of Nova Scotia.
- d) To encourage and to promote the participation of people of African descent in the building of Nova Scotia through cultural, educational, political and social network and activities.
- e) To generate and maintain a comprehensive database of African Diaspora that will serve as a resource base for members, organizations, and the general public.
- f) To sustain a collaborative and cooperative relationship with public and private agencies.
- g) To promote and sustain multiculturalism in the Maritimes.

ARTICLE 2: JURISDICTION

Section 1: Scope of Operation

The activities of ADAM are to be carried on within the province of Nova Scotia or within such geographical area as the Board of Directors may from time to time define. ADAM shall operate from Halifax.

Section 2: Registered Office

The registered office of ADAM shall be in the municipality of Halifax and Province of Nova Scotia or at such other places as the Board of Directors may from time to time designate.

ARTICLE 3: MEMBERSHIP

Membership will be of two classes, Regular and Associate.

ARTICLE 4: OFFICERS/BOARD OF DIRECTORS

ADAM shall be governed by a Board of Directors. The Board of Directors shall include an Executive Committee.

ARTICLE 5: FINANCIAL PROVISIONS

Section 1: Budget

A detailed budget approved by the Board of Directors shall be presented to the general membership for ratification.

Section 2: Liability

ADAM is not responsible for personal liability or property damage that occurs during the Association activities.

ARTICLE 6: MEETINGS

Regular general membership meetings will be held every six months.

ARTICLE 7: BYLAWS

ADAM may adopt such bylaws as it deems necessary, and may amend them or set them aside by majority vote of those present and voting with the provision that no such bylaw may contravene this constitution.

BYLAWS

ARTICLE I: MEMBERSHIP

Section 1: Class of Membership

- a) Membership in ADAM shall be open to individuals or groups of African descent and other Canadians that share the mission, vision and objectives as stated in the constitution Article 1. (2) (3) (4) (5) and subscribe to these bylaws.
- b) Membership will be of two classes, Regular and Associate, as stated in the Article 3 of the constitution.

Section 2: Definition of Membership

- a) Regular Membership:
 1. Regular membership is limited to individuals of African descent and the non-African spouses and dependents of African immigrants.
 2. Regular Members may vote, participate in all general membership activities and join committees.
 3. Regular Members may hold any position on the Board including the Executive Committee.
- b) Associate Membership:
 1. Associate Membership will be extended to:
 - i. Groups: registered organizations that meet conditions set in Article I, Section 1 (a) of ADAM's bylaws.
 - ii. Individuals: people who share the mission and vision of and objectives of ADAM as stated in the constitution or people whom in the opinion of the entire Board have given extraordinary help and support to ADAM, and have contributed directly or indirectly in an outstanding manner to promote the objectives of ADAM.
 - iii. Corporations: any business that has contributed in an outstanding manner to ADAM. Corporate membership shall be for a period not exceeding 12 months and is renewable.
 2. All applications or recommendations for Associate membership in ADAM shall be submitted to the Board of Directors and approved by a simple majority of members of the Board of Directors.

3. Associate Members cannot vote and shall not hold any position on the Board.

Section 3: Membership Obligations

- a) Every Member is expected to pay annual dues and levies to remain in good standing.
- b) Members should actively participate in ADAM events.

Section 4: Dues

- a) Membership dues for Regular and Associate classes will be set by the Board and are approved by the community at an annual general meeting of ADAM.
- b) All Regular and Associate members must complete a membership application form and pay the prescribed dues.
- c) In special cases membership dues for a Regular member may be waived by the Board of Directors. An application for fee waiver must be made to the Board for consideration.

Section 5: Cessation of Membership

- a) Membership of ADAM shall cease if a member submits in writing a resignation letter to the Board of Directors (voluntary resignation).
- b) Membership can be revoked on the recommendation of 2/3 of members of the Board of Directors.
- c) Resignation or revoked membership does not provide relief to any financial obligations the member may owe to ADAM prior to cessation of membership.

ARTICLE II: BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE

Section 1: Board of Directors

- a) The Board shall consist of a maximum of 15 and a minimum 12 elected members.
- b) The entire Board including the Executive Committee shall be elected at the AGM
- c) Only members in good standing are electable.
- d) Members of the Board including the Executive Committee are volunteers and shall receive no financial compensation from ADAM.
- e) Any member of the Board for any reason desire to serve ADAM in a paid position must first resign from the Board, second meet the requirements of the paid position, third compete with external and internal candidates for the paid position.

Section 2: Board membership

- a) Each elected Board member shall serve for a period of two successive years and shall be eligible for re-election for not more than two consecutive terms.
- b) No vacancy in the Board shall be filled by appointment.
- c) In the situation where the entire Board of Directors is recalled, the functions of the Board shall be automatically transferred to a caretaker committee created during the community meeting or AGM where the resolution was taken.
- d) The caretaker committee shall call an AGM for the election of a new Board within a period of six weeks from the date of the dissolution of the Board.

Section 3: Composition Board of Directors

- a) The Board of Directors shall include an Executive Committee.
- b) The composition of the Board shall reflect the diversity of ADAM and should endeavour to include men, women, youth and minorities whenever possible.
- c) The Executive Committee must be duly elected Regular Members and shall include the Chair of the Board, Vice Chair, Treasurer, and Secretary, Media Relations Officer and designated ex-officio.

Section 4: Recall of Board members

- a) Any member of the Board, including any Executive Committee member, who is found to be lacking in his/her performance of the assigned duties shall be removed by majority of votes of the members in good standing at the AGM or at a special meeting of ADAM called for that purpose.
- b) In order to recall a Board or Executive Committee member, a meeting must be called by through a petition signed by at least 12 regular members in good standing.
- c) Recall will be by majority vote of the regular members in good standing who are present.
- d) The recalled Board member must return all records, documents or assets of ADAM in their possession.
- e) Resignation or recall does not provide relief to any financial obligations the Board member may owe to ADAM prior to cessation of membership.

Section 5: Past Chair

- a) The immediate past Chair of the Board Shall serve as an Ex-officio member of the Board for a period of one year, acting as consultant to the Board.
- b) Past Chairs who have resigned or been recalled from office do not qualify to serve as ex-officio for the one year period.
- c) An ex -officio Board Member is a non-voting member of the Board.

ARTICLE III: DUTIES OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 1: The Chair of the Board

- a) Presides as chairperson of all Membership, Board and Executive Committee meetings.
- b) Functions as the joint official representative of ADAM.
- c) Is authorized to affix his or her signature to contracts, obligations and correspondence pertaining to ADAM and its policies.
- d) In consultation with the Board can establish and approve special committees.
- e) Shall serve as an ex-officio advisory member of all committees.
- f) Represent the Association in any related activities that cover the interests of ADAM members.
- g) May delegate an existing Board member to represent the Chair of the Board if the Vice-Chair is unable to serve in a designated capacity.
- h) Directs and liaises with all paid staff members.
- i) Negotiates with businesses on behalf of ADAM.
- j) Shall submit a written report to the Board before every community meeting.

Section 2: The Vice Chair

- a) In the event of the absence or inability of the Chair of the Board to serve or function in any of his/her assigned duties, the Vice- Chair shall act in the place of and with the authority and duties of the Chair of the Board.
- b) Assumes other responsibilities delegated by the Chair of the Board.
- c) Shall submit a written report to the Board before every community meeting.

Section 3: Secretary

- a) Keeps accurate minutes of all Membership, Board and Executive Committee meetings.
- b) Shall distribute copies of the Board minutes to all Board members prior to next Board meeting.
- c) Serves as custodian of the minutes and any other records pertaining to ADAM
- d) Has responsibility for necessary Board correspondence.
- e) Keeps membership records up to date and maintains a mailing list of all members, including name, email address, postal and home address, and telephone number.
- f) Shall submit a written report to the Board before every community meeting.

Section 4: Treasurer

- a) Shall receive safeguard, and account for funds and other assets in accordance with policies and procedures established by ADAM's Board and Membership.
- b) Is responsible for all financial records and accounts of ADAM.
- c) Pays all bills and obligations approved for payment by the Board of Directors.
- d) Keeps a true account of all transactions of ADAM.
- e) Presents a full financial report at each Board, Executive Committee and Membership meeting.
- f) Arranges for an annual audit of the Association's receipts and expenditures at the end of the fiscal year.
- g) Maintains an accurate dues record for members.
- h) Shall submit a written report to the Board before every community meeting.

Section 5: Media Relations Officer

- a) Shall gather, maintain and or disseminate relevant data and information that would benefit ADAM and its members, the public and the local community.
- b) Shall identify and solicit eminent individuals and bodies in both private and public sectors for ADAM's activities.
- c) Shall have access to the complete record of all ADAM members and shall open and maintain a line of communication with all categories of members.
- d) Shall develop communication and marketing strategies for ADAM, work in close consultation with the Chair and other Board members to promote ADAM activities within and outside the community.
- e) Shall submit a written report to the Board before every community meeting.

ARTICLE IV: ELECTION OF BOARD AND EXECUTIVE COMMITTEE

Section 1: Nomination

- a) There shall be a nominating / election committee formed at each AGM.
- b) The committee shall facilitate the election of a new Board of Directors.
- c) Terms of reference for the nominating/election committee shall be recommended by Board and approved at the AGM.
- d) The nominating election committee shall consist of three members in good standing plus the immediate past Chair of the Board of Directors.
- e) Shall prepare a slate of officers for the AGM.

- f) The nominating committee shall serve as the elections committee at the AGM.

Section 2: Date of elections

- a) The AGM will be held between May-June of each year.
- b) The Board of Directors shall be elected at the annual general meeting by secret ballot of all members in good standing present.
- c) Voice vote may be used to accept a slate as presented.
- d) There will be nominations from the floor.
- e) Early voting will not be allowed.

Section 3: Elections AGM

- a) Scrutineers will be appointed at the AGM for the voting process.
- b) The candidate receiving the largest number of votes shall be declared elected by the Nomination/Election Committee.
- c) Roberts Rules of Order will be the standard for all elections and meetings.
- d) An eligibility list will be kept by the nominating /elections committee.

ARTICLE V: AUTHORITY

Section 1: Authority

- a) The authority of this organization is vested in the members. The Board of Directors acts on behalf of the membership.

Section 2: Authority to make and execute

- a) The Chair and the Treasurer of ADAM shall have the authority to make and execute on behalf of ADAM, any deed, lease, mortgage or other instrument relating to real and personal property of ADAM.
- b) The Board will have three signatories for its account.

Section 3: Meetings of the Executive Committee

- a) The meeting of the Executive Committee shall be held at least monthly.
- b) The Executive Committee shall set the date of their meetings.

Section 4: Board meetings

- a) Meetings of the ADAM Board of Directors shall be held at least quarterly to discuss and conduct routine ADAM's business.
- b) A quorum to conduct business is 50% plus one of ADAM's Board of Directors
- c) The Chair of the Board may call special meetings of the Board when necessary to discuss and vote on special matters.
- d) Special meetings of the Board may be called by the Chair, when a written request is received for such a meeting that states the purpose of the meeting and is signed by five (5) Regular Members or by written or oral notice to the Chair from three members of the Board of Directors.
- e) In a situation where the Board is unable to meet due to lack of quorum for two consecutive scheduled meetings the Board is required to call a general meeting of ADAM members to resolve the problem through recall or election.

Section 4: Minutes

- a) Minutes of ADAM's Committees and Board shall be kept as a public document
- b) The Board secretary shall keep records of all Board and executive meetings.

Section 5: Notice of Meetings

- a) The Board of Directors and the Executive Committee members shall be notified at least five (5) working days prior to their meetings.

Section 6: Board Vacancy

- a) The Board of Directors shall fill any vacancy in its Executive Committee through a by-election from members of the Board.
- b) Voting will be by secret ballot . The person with the majority of votes cast will be the winning candidate.
- c) A vacancy on the Board for a non-Executive Committee position must be held at a general meeting of the ADAM membership.

ARTICLE VI: MEETINGS

Section 1: General membership meetings

- a) ADAM's general membership shall convene bi-annual meetings at a time and place designated by ADAM's Board.
- b) The Board may call special meetings when it is deemed necessary.

- c) The Board may also call a special meeting when it has received a written request for such a meeting that states the purpose of the meeting and is signed by twelve Regular Members.

Section 2: Committee meetings

- a) The chair of a committee or program may set up and conduct meetings as necessary to carry out the routine activities of ADAM for special projects or standing committee activities.

ARTICLE VII: FINANCIAL PROVISIONS

Section 1: Dues

- a) Dues will be set by the Board and will run from May to April 30th the following year.
- b) Regular and Associate Members shall pay annual dues in the amount fixed by the Board.

Section 2: Donations

- a) Donations or grants may be received with the approval of the Board.

Section 3: Budgeted funds

- a) Each year, the Board shall set a detailed annual budget .
- b) The annual budget must be presented and ratified by the general membership each year.
- c) Any decision to spend any money in excess of the budgeted amount or a re-allocation, must be approved by the Board.

Section 4: Audits

- a) Audits shall be conducted when affordable or whenever a majority of the membership deems necessary.

Section 5: Income

- a) All monies received by ADAM and its activities shall be deposited in the name of ADAM in an insured banking facility.
- b) Donations or grants may be received with the approval of the Board.

Section 6: Funds Disbursement

- a) The persons authorized to disburse funds are the treasurer, the chair and the vice chair who are designated as signatories to ADAM's bank account.
- b) Checks drawn against ADAM's account shall be valid only when signed by any two of the authorized persons.
- c) Charitable donations can be made by ADAM. Such donation requests will be researched and a proposal for the donation be presented to the Board for approval.

ARTICLE VIII - COMMITTEES

Section 1: Committees

- a) Establishment of Committees:
 - i. Committees shall be established for the purpose of carrying out the routine activities of ADAM.
- b) General duties of Committee Chairs:
 - i. Shall coordinate the activities of their committee.
 - ii. Shall be responsible for preparing a budget and financial statement for any events or activities their committee stages once the event is complete.
 - iii. Shall prepare an annual report for the Association, Board and committee files.

Section 2: Committee Records

- a) The Board members of each committee shall maintain complete records of past and present activity of that committee.
- b) Each Board member shall submit the records of the committee on to the Board Secretary, who will safeguard the records for future use.

ARTICLE IX: BYLAW AMENDMENTS

Section 1: Amendments

- a) These bylaws may only be amended at any regular meeting or a special meeting called for that purpose by a vote of the majority of the regular members present, provided that the membership has been given five days notice in writing of the proposed amendment.

- b) The proposed amendments will be brought via the Board who will be responsible for circulating copies of the proposed Bylaw change to the membership.
- c) Proposed bylaw amendments must be presented at a General Meeting of ADAM in a manner that allows for discussion.

ARTICLE X – TERMINATION

Section 1: Dissolution of Board

- a) In the event the Association is dissolved, the Officers of the Board then in office shall continue until all affairs of the Association have been officially terminated.
- b) After settling all liabilities of ADAM, any remaining assets/funds will be given to an organisation with similar goal and objectives.