

- I.1c. Beginning in 2019, the Directors shall be elected at the same meeting, and every two years thereafter. No Officers will be elected in 2019.
- I.1d. In order to fulfill the timeline in **1b** and **1c**, in 2017, there will be no elections for the positions of Vice President, Corresponding Secretary and Assistant Treasurer and these officers will serve until 2018. Three Director positions will be open for election in 2017. Directors elected in 2015 (R. Ingleton, K. Largie, D. Wilson) will end their current terms. Directors elected in 2016 (N. Davids, A. Roberts) will continue their terms, and serve until 2019, instead of 2018. The additional year will constitute an extension of their term.
- I.1e. Timeline for Implementation: Board Review in March 2017; presentation to the Membership by April 17, 2017; Membership Review and Discussion at the May 17th Members Meeting; Membership Vote at the July 19th Members Meeting.

Section I.2. ELECTION AND TERM OF OFFICE

- I.2a. The Officers of the Corporation shall be elected biennially at the Annual General Meeting of the members of the Corporation. Officers shall be elected for a two (2) year term and may be elected for up to three consecutive two-year terms. Each officer shall hold office until his or her successor shall have been duly elected. Their terms shall begin at the close of the general meeting at which they are elected. Outgoing Officers are expected to work with the incoming Officers to ensure a smooth transition of all records related to their position until the end of the Fiscal Year.
- I.2b. In order for an individual to be elected to an office, the member association to which the individual is a member, should have been an active member in good standing in the organization for at least one year prior to nomination. Nominees for President and Vice President must have served on the Board in some capacity previously. A member organization in good standing is one that is a regular participant in UJAA affairs and has no outstanding financial obligations.

Section I.3. RESIGNATION AND REMOVAL OF OFFICERS

- I.3a. Any officer may be removed from office with cause, including but not limited to behavior or actions tending to injure the good name of the organization, disturb its well-being, or hamper it in its work, by the affirmative vote of the majority of the general membership present and voting.
- I.3b. Notice of the charge(s) and of the time and place of the meeting shall be sent by the Corresponding Secretary at the direction of the Board of Directors, to the officer by registered or certified mail and regular mail to arrive at least five business days prior to the meeting.

- I.3c. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. The resignation shall take effect on the date of receipt of the notice or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section I.4. VACANCIES - OFFICERS

- I.4a. A vacancy in any office may be filled by appointment of the Board of Directors upon recommendations by the Nominating Committee. Notice of such appointment must be made to the general membership. The officer appointed to fill the vacancy shall serve for the remainder of the term of the officer he/she replaces.
- I.4b. An officer who has served more than half a term is considered to have served a full term in that office.

Section I.5. DUTIES AND RESPONSIBILITIES OF OFFICERS

I.5.A. PRESIDENT

1. To be principal executive officer of the Corporation.
2. To preside and maintain order at all meetings of the members and Board of Directors.
3. To acquire a working knowledge of parliamentary law and procedure and a thorough understanding of the constitution, bylaws and standing rules of the Corporation.
4. To perform all duties incident to the office of president and such other duties as may be prescribed by the members and Board of Directors from time to time.
5. To give a written annual summary report of the affairs of the organization at the Annual General Meeting.

I.5.B. VICE PRESIDENT

1. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
2. To perform such other duties as from time to time may be assigned by the President, the Board of Directors or the members.
3. To be the Chairperson of the Finance Committee.

I.5.C. RECORDING SECRETARY

1. To keep all minutes of the meetings of members and the Board of Directors.
2. To present the minutes of the previous meeting.
3. To record the proceedings.
4. To sign official documents of the Corporation when requested.
5. To be custodian of the corporate records and of the seal of the Corporation.
6. To ensure that the seal is affixed to all official documents as deemed necessary, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these bylaws.
7. To call a meeting to order in the absence of the President or Vice President, and to preside until the election of a chairperson *pro tem*, which election should take place immediately.
8. To perform all duties incident to the office of Recording Secretary and such other duties as may from time to time be prescribed by the President or the Board of Directors or by the members.

I.5.D. CORRESPONDING SECRETARY

1. To have and maintain a list of all officers, board members and general membership.
2. To notify members of all meetings.
3. To conduct correspondence as directed.
4. To read important correspondence or the gist of it at all meetings.
5. To perform all duties incident to the office of Corresponding Secretary and such other duties as may from time to time be prescribed by the President or by the Board of Directors or by the members.

I.5.E. TREASURER

1. To have charge and custody of and be responsible for all funds and securities of the Corporation.

2. To receive and give receipts for monies due and payable to the Corporation from any source whatsoever and to deposit all such monies in the name of the Corporation in such banks, trust company or depositories as shall be selected in accordance with the provision of Article IX of these bylaws.
3. To keep accurate accounting and bookkeeping records of such funds and present a written report at all General Meetings and Board of Directors meetings.
4. To sign checks, drafts and such other instruments on behalf of the Corporation, countersigned by the president or such other officers in accordance with the provision of these bylaws.
5. To disburse all monies as the Corporation may direct.
6. To prepare an annual budget and other financial statements as often as required.
7. To present a complete and audited financial report at the annual general meeting of the Corporation.
8. To perform all duties incident to the office of Treasurer and such other duties as may from time to time be prescribed by the President or by the Board of Directors or by the members.
9. To be a member of the Finance Standing Committee.
10. To prepare and oversee the preparation of the Corporation's Tax Returns including the preparation of any financial statements and affidavits necessary for the filing of these returns.
11. If required by the members or the Board of Directors, the Treasurer shall keep in force, a bond in form, amount and with surety or sureties satisfactory to the members and Board of Directors, conditioned for faithful performance of the duties of his or her office and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, monies and property of whatever kind is in his or her possession or under his or her control belonging to the Corporation.
12. The Treasurer may be elected to additional consecutive terms of office by special resolution passed and approved by at least 70% of the voting membership present at the Election of Officers.

I.5.F. ASSISTANT TREASURER

1. To keep a record of all dues paying members.

2. To send bills when due to the membership.
3. To make provision for collection of dues at meetings.
4. To turn over all collected monies to the Treasurer, giving an accurate record to the Treasurer and retaining a duplicate for himself/herself. These records are to be kept by both for auditing purposes.
5. To report on the status of paid-up membership at all General Meetings and Board of Directors Meetings.
6. In the absence of the Treasurer or in the event of his or her inability or refusal to act, the Assistant Treasurer shall perform the duties of the Treasurer and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer.
7. To perform all duties incident to the office of Assistant Treasurer and other such duties as may from time to time be prescribed by the President, the Treasurer or by the Board of Directors or by the members.
8. If required by the members or the Board of Directors, the Assistant Treasurer shall keep in force, a bond in form, amount and with surety or sureties satisfactory to the members and Board of Directors, conditioned for faithful performance of the duties of his or her office and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind is in his or her possession or under his or her control belonging to the Corporation.

I.5.G. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve in an advisory capacity, without voting privileges, on the Board for one term.

ARTICLE II DIRECTORS AND EX-OFFICIO MEMBERS

Section II.1. DUTIES AND RESPONSIBILITIES OF DIRECTORS

- II.1a. To provide general guidance to the board, particularly in any area that he or she has a professional specialty.
- II.1b. To serve on committees and sub-committees duly formed to carry out the business of the Corporation.
- II.1c. To assist in the management of the business, property and affairs of the Corporation.

Section II.2. RESIGNATION AND REMOVAL OF DIRECTORS

- II.2a. Any director may be removed from office with cause, including but not limited to behavior or actions tending to injure the good name of the organization, disturb its well-being, or hamper it in its work, by the affirmative vote of the majority of the general membership.
- II.2b. Notice of the charge(s) and of the time and place of the meeting shall be sent by the Corresponding Secretary at the direction of the Board of Directors, to the officer by registered or certified mail and regular mail to arrive at least five business days prior to the meeting.
- II.2c. Any director may resign at any time by giving written notice to the board, the President or the Secretary. The resignation shall take effect on the date of receipt of the notice or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section II.3. VACANCIES - DIRECTORS

- II.3a. A vacancy in any director position may be filled by appointment of the Board of Directors upon recommendations by the Nominating Committee. Notice of such appointment must be made to the general membership. The director appointed to fill the vacancy shall serve for the remainder of the term of the officer he/she replaces.
- 11.3b. A director who has served more than half a term is considered to have served a full term in that office.

Section II.4. EX-OFFICIO MEMBERS

An Ex-officio member is a former board member in good standing who has been appointed by the Board of Directors and serve at their discretion.

ARTICLE III MEMBERSHIP

Section III.1. DUTIES AND RESPONSIBILITIES OF MEMBERS

- III.1a. Membership in the Union of Jamaica Alumni Associations, USA Inc. is open to all bona fide Jamaican alumni associations - schools, colleges, technical institutions and universities - registered and operating in the United States of America.
- III.1b. Membership is restricted to one association or chapter representing a single educational institution.

- III.1c. Members should be incorporated as a non-profit organization in the state in which they operate or plan to apply for federal tax exemption.
- III.1d. Prospective members of UJAA are required to file an application with the Board of Directors accompanied with the required dues. Upon receipt of same, their application will be reviewed and written notification will be sent to the applicant on the decision of their application by the Corresponding Secretary.
- III.1e. Members of UJAA are responsible to attend and participate in meetings, pay their dues and other financial obligations on time, and maintain the standards set forth in the bylaws of UJAA.
- III.1f. Each association shall have two (2) votes at each general meeting.
- III.1g. Voting by proxy shall not be allowed at the Annual General Meeting and Election of Officers.

Section III.2 ASSOCIATE MEMBERSHIP

Associate Membership shall be open to Not-for-Profit Community Based Organizations whose aims and goals are to assist Jamaicans in Jamaica or the United States of America and who are incorporated and operating in the United States of America. Associate Members shall have all the privileges and benefits of the Association, pay dues as determined by the Board Directors, and have voting privileges but are not eligible to hold Board of Directors offices.

Section III.3 SUSPENSION AND TERMINATION OF MEMBERSHIP

- III.3a. A member association whose annual dues is in arrears for more than six (6) months from the due date, and during that time has been sent two written notices of such arrears, shall have their membership suspended, and at the direction of the Board of Directors, shall be sent confirmation of their suspended status by the Corresponding Secretary. The Board may, at its discretion, take additional action against such a member.
- III.3b. A member association whose other financial obligations has not been satisfied, where such obligation is as a result of a duly accepted motion by a quorum of members at a general meeting, and who has been notified of the arrears via written notice at least twice and remain in arrears for more than six (6) months from the due date, shall have their membership suspended, and at the direction of the Board of Directors, shall be sent confirmation of their suspended status by the Corresponding Secretary. **Other financial obligation refers to monies due and payable to UJAA that are not for annual dues**

- III.3c. Membership may be terminated for cause, including but not limited to behavior or actions tending to injure the good name of the organization, disturb its well-being, or hamper it in its work, by the affirmative vote of the majority of the general membership.
- III.3d. A member alumni association may resign from membership at any time by submitting a resignation in writing to the Board of Directors of UJAA

Section III.4 REINSTATEMENT OF MEMBERSHIP

The Board of Directors of UJAA shall make provision for an equitable policy of reinstatement of members of the Corporation, focusing on the membership standards of the Corporation and the rights, responsibilities and obligations of the member.

Section III.5 MEETINGS

- III.5a. General meetings shall be held bi-monthly, except where a special general meeting has been requested and approved by the Board of Directors. A quorum shall consist of 30% of member associations in good standing.
- III.5b. The Annual General Meeting shall be the last general meeting of the Corporation's fiscal year.
- III.5c. There shall be no less than nine scheduled board meetings. A majority of voting members shall constitute a quorum.
- III.5d. Special meetings may be called by the President, by the Board of Directors or by 30% of member associations in good standing, by written request to the Corresponding Secretary.

ARTICLE IV COMMITTEES

Section IV.1. GENERAL

The committees of the Corporation shall be divided into Standing and Special Committees consisting of a minimum of three members including at least one Director. They may be appointed by the President or the Board of Directors. The President shall be an ex-officio member of all committees, whether Standing or Ad Hoc.

Section IV.2. STANDING COMMITTEES

The Standing Committees shall be:

- A. Finance Committee
- B. Education Committee
- C. Nominating Committee
- D. Public Relations Committee
- E. Diaspora Affairs Committee
- F. Membership Committee

Section IV.3. DUTIES OF THE COMMITTEES

I.5.A. PRESIDENT

IV.3.A. FINANCE COMMITTEE

1. Shall be composed of the Vice-President, Treasurer, Assistant Treasurer and other officers or board members selected by the Board of Directors and numbering not more than five individuals.
2. To determine the feasibility of all financial projects or proposals referred to it by the Board of Directors or that it initiated.
3. To manage all financial projects assigned to it.
4. To report regularly on all such matters to the Board of Directors.

IV.3.B. EDUCATION COMMITTEE

1. To plan, implement and monitor UJAA's programs to improve the performance of children of Jamaican heritage.
2. To work with members and with constituent associations in Jamaica to manage UJAA-initiated projects.

IV.3.C. NOMINATING COMMITTEE

1. Shall be chosen annually at the second general meeting of the calendar year and no member of the committee shall serve more than two years consecutively.
2. Shall be composed of one member of the Board of Directors, not seeking reelection and two from the general membership.
3. To obtain resumes of eligible and willing candidates from member associations for elective positions.
4. To develop a slate of nominees for the annual elections.

5. To provide the Corresponding Secretary with the slate for mailing with the notice of the Annual General Meeting and Election of Officers, to member associations.
6. To advise the Board of Directors of potential candidates to fill vacancies when they occur.

IV.3.D. PUBLIC RELATIONS COMMITTEE

1. To plan, implement and manage UJAA's media program – including the development of:
 - Materials that will inform those within and outside the organization regarding the mission, programs and achievements of the organization.
 - Advertisements to be used in publications, journals, etc. to help promote the organization and provide recognition when appropriate.
 - Press releases for the association's benefit that will be distributed to media organizations, members and friends of the organization as appropriate.
2. To coordinate with the organization's webmaster to ensure that the website and social media content is relevant, up to date and appropriate for the organization, its members and our publics.

IV.3.E. DIASPORA AFFAIRS COMMITTEE

1. To help to facilitate relationships between UJAA and other organizations – both in the Diaspora and in Jamaica.
2. To provide advice on projects including Fiscal Sponsorship for Non 501(c)3 organizations.
3. To assist with the execution of Diaspora-initiated education-centric projects in Jamaica.
4. To represent the interests of UJAA, when necessary and affordable, at education summits and conferences, including those held in Jamaica.

IV.3.F. MEMBERSHIP COMMITTEE

1. To recruit prospective members for membership in the Association.
2. To facilitate the retention of current members.
3. To help the Association achieve steady and healthy growth.

Section IV.4.

SPECIAL COMMITTEES

Special committees may be appointed at any time to perform specific functions on behalf of the Corporation.

IV.4.A. THE ADVISORY COMMITTEE

1. The Advisory Committee shall be appointed by the Board of Directors at the beginning of each term of the election of the President. The Advisory Committee shall be made up of at least three individuals who, although they do not have the time for active office, may wish to contribute their time and expertise in specific areas.
2. The Vice President or a member of the Board of Directors shall be a member of the Committee.
3. The Committee shall appoint its own chairperson.
4. It shall make recommendations to the Board of Directors of the Association.
5. It may be terminated at any time during its term of office by the Board of Directors with the approval of a majority of those present at a Board of Directors meeting.
6. The Chairperson of the Advisory Committee along with his/her representative(s) are required to provide timely reports to the Board of Directors and must attend meetings of the Board when requested.

ARTICLE V

FISCAL YEAR

The fiscal year of the Corporation shall begin on the First Day of November and end on the 31st day of October in each year.

ARTICLE VI

DUES

Dues are payable on or before the beginning of each fiscal year.

ARTICLE VII

SEAL

The Board of Directors shall provide a suitable seal, which shall be in the form of a circle with such design as the Board shall approve and shall bear the words and figures:

UNION OF JAMAICAN ALUMNI ASSOCIATIONS (U.S.A.) INC
CORPORATE SEAL
1990
NEW YORK

ARTICLE VIII

COMPENSATION

1. None of the members, directors or officers of this Corporation, shall receive any compensation whatsoever for their services, but any member, director or officer may be reimbursed for expenses incurred in connection with the activities of the Corporation.
2. All Requests for Reimbursements must be submitted within 60 days of the date incurred
3. The Corporation may employ such agents, representatives, or employees as may be necessary to properly carry out the objectives and purposes for which the Corporation is formed.

ARTICLE IX

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section IX.1.

CONTRACTS, ETC., HOW EXECUTED

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances and unless so authorized by the Board of Directors, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or to any amount.

Section IX.2.

LOANS

No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by the Board of Directors and a majority of the membership.

Section IX.3.

CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall, from time to time, be determined by the Board of Directors.

Section IX.4.

DEPOSITS

All funds of the Corporation shall be promptly deposited to the credit of the Corporation under such conditions and in such banks or financial institutions as the Board of Directors may designate and for the purposes of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks,

drafts and other orders for payment of money which are payable to the order of the Corporation.

ARTICLE X THE PAST PRESIDENT

A Past President is one who has served to the end of a term or has died before the expiration of that term.

ARTICLE XI ARBITRATION AND INDEMNIFICATION

1. Any controversy or claim arising out of or relating to any binding contract or any matter, whether written or implied between the Corporation and any party whether being a natural person or an entity legally formed and or constituted in any state shall be settled by arbitration administered by the American Arbitration Association in accordance with its Commercial (or other) Arbitration Rules and judgment on the reward rendered by the arbitrator (s) may be entered in any court having jurisdiction thereof.
2. The Corporation shall indemnify any and all of its Officers and Directors, including former Officers and Directors, and any person, who shall serve as an Ex-Officio Member of the Board of the Corporation at the request of the Corporation, to the fullest extent permitted under and in accordance with the laws of the State of New York.

ARTICLE XII CONFLICT OF INTEREST POLICY (COI)

All members of the Board of Directors and persons within the general membership may not enter into a transaction or arrangement that might result in a personal benefit or private interest without disclosure to the board. Where such a situation exists the person concerned may not vote on any motion related to the same. Members of the Board of Directors are required to sign a copy of the COI policy document which must be reviewed prior to each election of the Board of Directors. The procedure for identifying a COI and the subsequent management of relevant matters is outlined in the COI SOPs and must be followed to conclusion. Failure to adhere to the COI policy may result in disciplinary action up to and including removal from elected office or cancellation of membership.

ARTICLE XIII AMENDMENTS

Proposed amendments to these By-Laws must be presented in writing to the Board of Directors at least two weeks before its regular meeting for review and forwarded to the

general membership at least four weeks before the next regular meeting. An affirmative vote of two-thirds (2/3) of the members voting is necessary for adoption.

ARTICLE XIV

DISSOLUTION OF THE CORPORATION

1. A resolution to dissolve the Corporation must be presented in writing to the Board of Directors for approval or disapproval at least three months prior to the meeting of the members of the Corporation. The proposed resolution of dissolution with the vote of the Board of Directors shall be presented to the members at a regular meeting, or a specially called meeting. An affirmative vote of two-thirds (2/3) of the entire membership is necessary for adoption. A mail vote may be ordered by the Board of Directors.
2. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future Federal Tax code.

Approved and adopted, as amended, at the **Annual General Meeting** of the Union of Jamaican Alumni Associations (U.S.A.) Inc. held on **September 14, 2021**.