

**BYLAWS  
OF  
THE ATLANTA JAMAICAN ASSOCIATION, INC.  
AS AMENDED ON JANUARY 14, 2023  
PURSUANT TO THE PROVISIONS OF ARTICLE X SECTION 2**

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**ARTICLE I  
STRUCTURE**

**Section 1.** The following classes of membership are hereby established:

- (i) Full Member
- (ii) Associate Member
- (iii) Life Member
- (iv) Student Member
- (v) Honorary Member
- (vi) Affiliate Member

**Section 2.** The Association may establish one or more nonprofit entities in Pursuance of its mandate and in such form as may be deemed appropriate, provided that the AJA and any nonprofit entities will operate with an interlocking board, to demonstrate affiliation, with at least two members of the AJA Board serving on the Board of the nonprofit entities. The member of the policy-making authority of such entities shall be officers of the Association. The two members will be designated by the AJA Board. To demonstrate separation of governance, the board of the nonprofit entities (such as, AJ Cultural and Educational Fund or AJCEF) may consist of members that are not members of the AJA Board.

**ARTICLE II  
MEMBERSHIP QUALIFICATION AND DUES**

**Section 1.**

- (a) Full Membership shall be open to individuals of Jamaican nationality and their families, that is to say, their spouse and children under eighteen years of age, or twenty-one, if a full- time student at an accredited educational institution.
- (b) Associate Membership shall be open to non-Jamaicans.
- (c) All members shall become eligible for Life Membership after 20 years of continuous full paid-up membership. Annual dues shall be a minimum 50% of regular membership dues. No life member shall be exempt from the dues stated above. Life members should seek ways to financially support the operations of the Association and commit to working on a committee(s) and mentorship of new members.
- (d) Student Membership shall be open to an individual under the age of eighteen years or under the age of twenty-five if a full- time student at an accredited educational institution. It is the duty of the Membership Committee to satisfy itself as to the full-time status of the student.
- (e) Honorary Membership may be awarded to an individual who has rendered outstanding service to the Association or to the Jamaican Community.
- (f) Affiliate Membership shall be open to any community organization in metro Atlanta, whose mission includes assisting or supporting Jamaican youths and/or adults in metro Atlanta or in Jamaica.

**Section 2.** The annual dues payable from time to time by members as defined in Section 1 shall be fixed by the Executive Board (hereinafter referred to as “the Board”). The annual dues for the time being are hereby fixed as follows:

- (a) for Full Membership, Sixty-Five Dollars (\$65.00) in the case of an individual and Ninety-Five Dollars (\$95.00) in the case of a family;
- (b) for Associate membership, Fifty-Five Dollars (\$55.00) in annual dues; and
- (c) for Student Membership Thirty-Two Dollars (\$32.00).

Provided however that any member who enters the Armed Forces of the United States shall retain membership without the payment of dues during that member’s tour of duty.

- (d) For Life Membership fifty percent (50%) of regular membership dues, from the beginning of the fiscal year following that in which the award was made.
- (e) An Honorary Member shall pay no membership dues.
- (f) Affiliate member organizations shall pay Fifty Dollars (\$50.00) in annual dues.

**Section 3.** The full membership dues for each ensuing year becomes due and payable on the first day of October each year. Provided however, that individuals who become members on or after April 1st in any fiscal year shall pay one half the relevant membership dues for that fiscal year.

**Section 4.** Members whose dues are in default for three (3) or more months of the due date may forfeit active membership.

**Section 5.** Fully paid-up Full Members and Life Members are hereby awarded all the customary privileges, rights, and responsibilities of membership. Notwithstanding the generality of this provision,

- (i) Only those Full Members whose dues for the ensuing year are paid in full on or before the first day of October in any given year and Life Members shall be eligible to vote at the election of Officers held in that year; and
- (ii) Associate Members and Honorary Members are not eligible for election as Officers or for appointment as Trustees and are precluded from voting.

### **ARTICLE III PROCEDURE FOR MEMBERSHIP**

(a) Any person who desires membership in this Association shall submit to the Secretary an application in the form approved by the Board from time to time, accompanied by the appropriate membership dues as set out in Section 2 of Article II.

(b) The Membership Committee shall consider the application, and at the earliest opportunity, recommend to a meeting of the Board if the application should be approved. As soon as the Board acts on the recommendation of the Committee, the Secretary shall inform the applicant of the outcome.

(c) Where the application is rejected, the dues forwarded with the application shall be returned.

## **ARTICLE IV CONDUCT AND DISCIPLINE**

**Section 1.** Where there are reasonable grounds to believe that a member has:

- (a) misappropriated the funds of the Association,
- (a) converted its property to his/her own use,
- (b) willfully breached these Bylaws, or
- (c) otherwise acted in a manner tending to bring the Association into disrepute locally, nationally, or internationally, disciplinary charges may be brought against such member.

**Section 2.** Any such charge shall be made in writing, signed by one or more fully paid-up members making the charge and addressed, in duplicate, to the President, Secretary, Assistant Secretary or the Board, as circumstances dictate, setting out the name of the member being charged, the nature of the offence and be supported by such documentary or other evidence as is being relied on for proof.

**Section 3.** A copy of the documentation described in Section 2 of this Article shall be sent by certified mail, return address requested, to the member being charged who shall be given no less than ten (10) days' Notice of the date and time fixed for a preliminary hearing before the Board.

**Section 4.** In the event that the Board determines that a prima facie case has been made out, the Board shall appoint a Disciplinary Committee to undertake a full investigation into the case and to recommend the action to be taken to dispose of it. The date and time shall be fixed for appearance before the Committee and the member charged notified accordingly.

**Section 5.** The composition of the Committee shall be decided by the Board and the Committee shall determine its own procedures.

**Section 6.** Where the member charged cannot attend as provided in Sections 3 and 4 of this Article, a new date and time shall be fixed, if a reasonable excuse is given for inability or failure to attend. If it appears to the Board or the Disciplinary Committee, as the case may be, that there is willful and persistent failure to attend, the Board shall determine the case on the basis of the evidence before it.

**Section 7.** The findings and recommendations of the Disciplinary Committee shall be conveyed to the member charged. A right of appeal lies to a meeting of fully paid-up members. Action on the recommendations of the Committee shall be stayed pending the outcome of the appeal.

**Section 8.** In circumstances where it is not feasible to submit the charges to the parties or the Board as set out in Section 2 of this Article, then, if no less than ten (10) fully paid-up Full Members affix their signature to the charge, the case shall be brought before a Special Meeting of fully paid-up members for determination, full account being taken of the provisions of Sections 2, 3, 4 and 6 of this Article, in so far as applicable.

**Section 9.** Termination of membership in the Association shall in no case be recommended or acted upon except in cases falling under Section 1(a), or 1 (b), or Section 1(c) if a crime is involved.

**Section 10.** An officer who has been absent from three (3) consecutive meetings of the Board without good cause may be removed from office by a simple majority vote cast by fully paid-up members in a Quarterly Meeting.

**Section 11.** Where an officer is absent as aforesaid, the Board shall proceed against that officer` by taking actions consistent with the provisions of Sections 2, 3 and 6 of this Article, in so far as applicable. If the Board is satisfied that a prima facie case for removal exists, the Board shall refer the case to a Quarterly Meeting for consideration. The officer involved shall not be eligible to vote at any stage of the proceedings.

**Section 12.** The President may revoke the appointment of a Trustee at any time, subject to an affirmative vote by a simple majority of the fully paid-up members present at the next Monthly Meeting of the Association.

## **ARTICLE V MEETINGS**

**Section 1.** (a) Monthly Members Meetings shall be held on the second Saturday of each month.

(b) Quarterly Member Meetings shall be held on the second Saturday in the months of January, April, July, and October

(c) The Annual General Meeting shall be held on the second Saturday in October.

In the event that any meeting cannot be held in accordance with these provisions, the Board shall fix an alternative date.

**Section 2.** A Special General Meeting may be called at any time by the President, or at the request of the Board, or at the written request of not less than ten (10) fully paid-up Full Members. At least five (5) working days' Notice shall be given to all fully paid-up members and the business of the Meeting shall be confined to that stated in the Notice.

**Section 3.** The time and place of all meetings shall be fixed by the Board and due Notice of meetings shall be given to members.

**Section 4.** Fifteen (15) paid-up members present at any meeting, except a meeting of the Board shall constitute a quorum. The quorum for a meeting of the Board shall be five (5).

**Section 5.** The procedures followed at meetings shall conform to the provisions of Roberts Rules of Order from time to time in force, except where those Rules are inconsistent with the Constitution or these Bylaws or any special Rules of Order adopted by the Association.

## **ARTICLE VI OFFICERS**

**Section 1.** The Officers of the Association shall be:

President  
Vice President  
Treasurer  
Assistant Treasurer  
Secretary  
Assistant Secretary  
Parliamentarian

They shall serve for two years (or until their successors are elected) and, subject to the provisions of Section 4 of this Article, they shall constitute the Board. i) Two years shall constitute one term. ii) Each elected Board member shall serve no more than two consecutive terms (4 years). iii) A former elected Board member will become eligible to run again for office after at least two full terms. Members can run for any Board positions during the two-year term.

**Section 2.** The nomination of Officers shall take place at the regular Monthly Meeting in September and remain open until election. The election shall take place at the Annual General Meeting in October, or as soon thereafter as possible.

**Section 3.** The Officers shall be elected by secret ballot, including written proxies. A ballot shall be taken separately for each officer, except where, by a two-thirds majority, the members in the meeting decide, by resolution, to elect some or all the officers en bloc.

**Section 4.** Subject to confirmation by an affirmative vote by a simple majority of paid-up members present and voting at the Quarterly Meeting held in January, the President shall appoint two (2) persons to be Trustee Members of the Board. To be eligible for appointment, a person shall be a fully paid-up Full Member who has served in the past as a Trustee, as an Officer, a chairperson of a Committee for at least two years, or be otherwise actively involved in the activities of the Association for a period of not less than three (3) years and has continued to demonstrate active interest in, and support for the activities of the Association. Unless sooner terminated by resignation or otherwise, the appointment of the Trustees shall terminate on the 31st of December following their appointment.

**Section 5.** The term of office of the Board shall be from January 1 to December 31.

**Section 6.** Persons who are elected Officers, or appointed Trustees are eligible for re-election or re-appointment, as the case may be.

**Section 7.** No later than July each year, the President shall appoint a chair and two other fully paid-up Full Members to form a Nominations Committee to recommend candidates to fill the position of Officers.

**Section 8.** Only a fully paid-up Full Member shall be eligible to become an officer of the Association. To be eligible for election, such a member must have attended at least four (4) Members Meeting during the six-month period ending with the date of the election. Where a member is unable to fulfill this requirement for a good and valid reason, such as illness or temporary absence due to service in the armed forces of the United States, such member shall nevertheless be eligible for election as an officer.

**Section 9.** Where a vacancy occurs on the Board more than four months prior the date of the Annual General Meeting as specified in Article V(1(c), it shall be filled by a Special General Meeting, where appropriate.

If such vacancy occurs (4) four months or less before the Annual General Meeting, the Board shall make such interim arrangement as it deems appropriate.

## **ARTICLE VII DUTIES OF OFFICERS**

**Section 1.** The duties of the President shall be to:

- (a) preside over all meetings of the Association;
- (b) preside over all meetings of the Board;
- (c) provide strategic leadership in promoting the growth and development of the Association;
- (d) assign to the Office of Vice President responsibility for such specific area of the work of the Association as s/he may think fit;
- (e) be an ex-officio member of all Committees;
- (f) generally, supervise the activities of the Association;
- (g) exercise an original and casting vote as appropriate.

**Section 2.** The duties of the Vice President shall be to:

- (a) discharge those functions and responsibilities for the area of the work of the Association assigned to this office by the President;
- (b) act as an understudy to the President and assume the duties of that office in the absence of the President;
- (c) assist the President generally;
- (d) serve as an ex-officio member of the Standing Committees established by these Bylaws and such other committees as the President may decide;
- (e) contribute to the team effort of the Board.

**Section 3.** The duties of the Treasurer shall be to:

- (a) have custody of all the funds of the Association;
- (b) deposit such funds in accordance with the provisions of Section 4 of Article IX below;
- (c) establish and maintain a system of internal control, and of recording and accounting for such funds in a form acceptable to the Board and any Public Authority which may have oversight responsibility;
- (d) prepare, or have prepared, and submit to members Quarterly and Annual Financial Reports showing the financial standing of the Association;
- (e) ensure that the accounts of the Association are audited annually and that the Auditor's Report accompanies each Annual Financial Report;
- (f) advise the Board on all matters of financial planning and fiscal policy;
- (g) pay, in a timely manner, all fees due to the Office of the Secretary of State to maintain the registration status of the Association;
- (h) prepare, or have prepared, all tax returns and submit to the IRS as well as such statements of receipts and expenditure to third parties as the Board may decide;
- (i) assume the office of President in the absence of the President and Vice President;
- (j) serve as advisor to the Finance and Building Committees and any other committees, whether established by these Bylaws or not, as the President may decide;
- (k) contribute to the team effort of the Board.

**Section 4.** Under the general supervision of the Treasurer, the duties of the Assistant Treasurer shall be to:

- (a) act as an understudy to the Treasurer and, to the extent that the Board agrees, assume the duties of the Treasurer in the case of need;

- (b) receive dues paid by members at meetings and all other miscellaneous payments, compile a record, issue receipts and account fully to the Treasurer;
- (c) receive such payments as may be made by members of the Association and the public at the door on entry to any function organized by the Association and account fully to the Treasurer;
- (d) issue reminders to members whose dues are in arrears for two (2) months or more and submit a quarterly collection progress report to the Board;
- (e) contribute to the team effort of the Board.

**Section 5.** The duties of the Secretary shall be to:

- (a) conduct all correspondence of the Association as directed by the Board or at the request of the President;
- (b) perform the duties of Secretary to all Standing Committees established by these Bylaws and any other committees as the President may request;
- (c) establish, and maintain up to date, a record of all meetings held by the Association, without regard to the individual who prepared the minutes;
- (d) prepare and circulate the minutes of those meetings from which the Assistant Secretary may be absent;
- (e) inform applicants for membership of the outcome of their application;
- (f) establish, as far as may be practicable, a record of past files, documents and other papers belonging to the Association, have them appropriately stored and add other similar materials from time to time;
- (g) keep up to date a confidential list of members, that is to say, their names, addresses, and telephone numbers, and compile and keep a similar list of inactive and non-members who support the major activities of the Association;
- (h) contribute to the team effort of the Board.

**Section 6.** The duties of the Assistant Secretary shall be to:

- (a) understudy the Secretary and assume the duties of that office to the extent that the Board may decide, if and when the need arises;
- (b) prepare and circulate the minutes of all members meetings;
- (c) perform the duties of Secretary to such committees as the Board may decide;
- (d) assist generally with the secretarial duties of the Association as may be required from time to time;
- (e) contribute to the team effort of the Board.

**Section 7.** The duties of the Parliamentarian shall be to:

- (a) ensure that the room meeting is in order and that a public address system and adequate seating is provided;
- (b) to recognize a quorum, notify the President and call the meeting to order;
- (c) At the end of each meeting, take the steps necessary to ensure that the meeting room is left in good and orderly condition;
- (d) study these Bylaws and provide guidance to the meeting as and when appropriate;
- (e) become familiar with the provisions of Roberts Book of Rule, in so far as they apply, and seek to have the meeting observe them;
- (f) take such steps as may be necessary to ensure that good conduct and decorum are maintained at all meetings;
- (g) ensure that any furniture and equipment owned by the Association is maintained in good working condition;

(h) contribute to the team effort of the Board.

**Section 8.** The Trustees shall make periodic checks of the furniture and equipment and any Petty Cash Account established by the Board and make reports and recommendations to the Board.

## **ARTICLE VIII COMMITTEES**

**Section 1.** The following Standing Committees are hereby established:

Membership Committee  
Finance Committee  
Education Committee  
Family Relations Committee  
Building Committee  
Public Relations and Marketing  
Committee Cultural Committee  
Young Persons Committee

There shall be no other Standing Committees, unless approved by a two-thirds majority of the members present and voting at a Quarterly or Annual General Meeting.

**Section 2.** The Board may appoint such other committees, on such terms and conditions and with such responsibilities as may be deemed expedient and appropriate, to carry out any aspect of the work of the Association.

The term of any committee so appointed shall come to an end at the end of calendar year (December 31st), but it may be re-appointed by the new Board.

**Section 3.** The Membership Committee shall consist of a Chairperson and at least two other members appointed by the President. The Committee shall be responsible for receiving and considering applications for membership and recommending to the Board the action to be taken on each application. This Committee shall be primarily responsible for promoting the growth of membership in the Association.

**Section 4.** The Education Committee shall consist of a Chairperson and at least two other persons appointed by the President. The Committee shall be responsible for the administration of the Education Program and shall from time to time make recommendations to the Board on any changes to be made to the eligibility requirements, funding and the number and value of scholarships to be awarded on any occasion.

**Section 5.** The Finance Committee shall consist of a Chairperson and at least two other persons appointed by the President. The Committee shall be responsible for considering and making recommendations to the Board in respect of all financial matters referred to it by the Board.

**Section 6.** The Family Relations Committee shall consist of a Chairperson and at least two other persons appointed by the President. The Committee shall be responsible for promoting the human side of the Association, particularly in the Jamaican community in Atlanta and in Jamaica as well, by providing moral and other support to the extent possible.

**Section 7.** The Building Committee shall consist of a Chairperson and at least two other persons appointed by the President. The Committee shall be responsible for developing and recommending to the



Board an action plan for the acquisition and management of a building to serve as headquarters and a focal point for the activities of the Association.

**Section 8.** The Public Relations and Marketing Committee shall consist of a Chairperson and at least two other persons appointed by the President. The Committee shall be responsible for promoting good relations between The Association and the community and for marketing the activities of the Association.

**Section 9.** The Cultural Committee shall consist of a Chairperson and at least two (2) other persons appointed by the President. The Committee shall be responsible for promoting Jamaican culture and heritage to the membership and wider community, at meetings, other Jamaican Association events and activities and through collaborative efforts with other cultural organizations, media and other means.

**Section 10.** The Young Persons Committee shall consist of a Chairperson and at least two (2) other persons appointed by the President. The Committee shall be responsible for recruiting, engaging, and retaining young persons in the Atlanta Jamaican Association. In light of the potentially wide age range of participants, sub-committees could be established to focus on specific age groups.

**Section 11.** In any case where the activities of a Committee involves the expenditure or potential expenditure of funds in excess of Fifty Dollars (\$50.00), prior approval of the Board shall be obtained.

## **ARTICLE IX FINANCIAL ARRANGEMENTS**

**Section 1.** The Financial Year of the Association is hereby fixed to run from January 1, to December 31. The First, Second, Third and Fourth Quarters shall end on March 31, June 30, September 30 and December 31, respectively.

**Section 2.** The Treasurer shall submit a financial report at the first monthly meeting following the end of each Quarter. Provided however, that he/she shall submit the Annual Financial Report at the January Quarterly Meeting.

**Section 3.** The accounts of the Association shall be audited by a qualified Accountant and the Auditor's Report submitted to the Meeting along with the Treasurer's Annual Financial Report.

**Section 4.** The funds of the Association shall be deposited, in such accounts as the Board may decide, in a duly chartered FDIC Banking institution doing business in Metropolitan Atlanta.

**Section 5.** Funds belonging to any wholly owned nonprofit entity established in accordance with the provisions of Section 2 of Article I shall be kept in a separate bank account and be administered with separate financial records.

**Section 6.** Subject to approval by a simple majority of members, the Board is hereby empowered to receive gifts, purchase, lease, or otherwise acquire real or personal property in the name of the Association or any wholly-owned nonprofit entity established in accordance with the provisions of Section 2 of Article I.

**Section 7.** All expenditures in excess of one thousand (\$1,000.00) Dollars outside of the approved budgets must be presented to the membership for approval. Members will then vote to accept or deny such expenditures. Voting may be done electronically. Withdrawal from any bank account of The Atlanta

Jamaican Association shall be on the signatures of the Treasurer and either the President, Secretary or Assistant Treasurer.

**Section 8.** The Board may decline to approve any expenditure made by a member in the name of the Association without its prior approval.

## **ARTICLE X AMENDMENTS**

**Section 1.** Subject to the provisions of Section 2 of this Article, motions to amend these Bylaws shall be submitted in writing at a Quarterly Meeting and voted upon at the next Quarterly Meeting. The adoption of any such amendment shall be by an affirmative vote of a simple majority of fully paid-up Full Members present and voting.

**Section 2.** Notwithstanding the generality of Section 1, motions to amend Article I Section 1, Article II Section 1, Article VI, Article IX and Article X shall be submitted in writing at an Annual General Meeting only and voted upon at the Quarterly Meeting following. The adoption of any such amendment shall be on an affirmative vote of a two-thirds majority of fully paid-up Full Members present and voting.

## **ARTICLE XI DISSOLUTION**

In the event of dissolution, the remainder of the assets of the Association after all debts have been paid, shall be passed to the charity of choice of a simple majority of fully paid-up members at a meeting called for the purpose.

## **ARTICLE XII REPEAL**

The provisions contained in the documents titled:

- (a) "CONSTITUTION OF THE ATLANTA JAMAICAN ASSOCIATION," and
- (b) THE BYLAWS OF THE ATLANTA JAMAICAN ASSOCIATION, INC., AS SO STATED IN THE BYLAWS are hereby repealed.

Dated this .....14th .....day of.....January... 2023

Signed .....Rev. Dr. Maxine Osbourne Foster.....President

Signed..... Ms. Evette Taylor-Reynolds.....VP/Secretary