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**BLACK BUSINESS AND PROFESSIONAL  
ASSOCIATION**

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**GENERAL OPERATING BY-LAW NO. 1**

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A by-law relating generally to the conduct of the affairs of

### **BLACK BUSINESS AND PROFESSIONAL ASSOCIATION**

(an Ontario corporation)

(the “Corporation”)

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A By-law relating generally to the conduct of the affairs of

### **BLACK BUSINESS AND PROFESSIONAL ASSOCIATION**

(an Ontario corporation)

(the “Corporation”)

**WHEREAS** the Corporation was granted Letters Patent by the Ontario Government under the *Corporations Act* (Ontario) on the 21<sup>st</sup> day of July, 1983 under the name **BLACK BUSINESS AND PROFESSIONAL ASSOCIATION**.

**AND WHEREAS** the Corporation has no record of having adopted any by-laws in the past;

**AND WHEREAS** it is determined necessary to enact General Operating By-law No. 1 herein;

**NOW THEREFORE BE IT ENACTED** that the following By-law be enacted as the General Operating By-law of Black Business and Professional Association as follows:

### **SECTION I** **INTERPRETATION**

#### **I.01 Definitions**

In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act* (Ontario), R.S.O. 1990, Ch. C.38, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time;
- (b) “Associate Member” means the non-voting members of the Corporation referred to in Section 7.01(b)(ii) herein.
- (c) “Board” means the board of directors of the Corporation;
- (d) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “Corporation” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 21<sup>st</sup> day of July, 1983, and named “Black Business and Professional Association”.

- (f) “Director” means a member of the Board;
- (g) “Honorary Member” means the non-voting members of the Corporation referred to in Section 7.01(b)(iv) herein.
- (h) “Individual Member” means the voting members of the Corporation referred to in Section 7.01(b)(i) herein.
- (i) “Letters Patent” means the letters patent of the Corporation as amended from time to time including any letters patent of continuance in the event of subsequent substitution of the Act;
- (j) “Lifetime Member” means the voting members of the Corporation referred to in Section 7.01(b)(iii) herein.
- (k) “Members” or “Membership” means the collective Membership of the Corporation but where this General Operating By-law contemplates a member exercising a right to vote, then such reference shall be deemed to be restricted to Voting Members only; and
- (l) “Officer” means an officer of the Corporation.
- (m) “Voting Members” means the collective of the Individual Members and the Lifetime Members of the Corporation as referred to in Section 7.01(b)(i) and 7.01(b)(iii) herein;
- (n) *National Scholarship Program means the Corporation education fund from which scholarships are awarded and is governed by rules and procedures of the National Scholarship Fund committee as promulgated by it from time to time*

## **I.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated

organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;

- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the objects contained in the Letters Patent of the Corporation which objects for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) if any of the provisions contained in the By-laws is inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

## **SECTION II** **GENERAL**

### II.01 Purposes

- (i) To promote the interests of the Canadian community by contributing to the educational advancement of disadvantaged Canadians;
- (ii) To give donations for charitable and educational purposes to qualified donee in accordance with the Income Tax Act;
- (iii) To co-operate with other charitable organizations;
- (iv) To solicit, accept, receive, acquire and hold gifts donations legacies and devices;
- (v) To promote and engage in enterprise of charitable nature;
- (vi) To develop co-operative links within the Black Community for mutual benefit of its members; and to build bridges of understanding and co-operation with other communities;
- (vii) To influence public opinion and public policy on matters of social and economic justice, particularly as they affect the Black Community;
- (viii) To acquire and hold real and personal property by purchase; bequest, lease or otherwise for the purposes of the corporation;

(ix) To invest the funds of Corporation and re-invest them from time to time in any securities in which, under the Trustees Act, trustees may invest funds, at the discretion of the Board of Directors;

(x) Upon the dissolution of the Co-operation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada

## **2.02 Registered Office**

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario.

## **2.03 Corporate Seal**

The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation. Such seal shall be in the custody of the secretary who shall affix same to such documents as may be required from time to time.

## **2.04. Fiscal Year**

Unless otherwise changed by resolution of the Board, the fiscal year end of the Corporation shall be the 31<sup>st</sup> day of March in each year.

## **2.05. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

## **2.06 Banking**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation

Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.



## **2.07 Auditors**

The Voting Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members who shall hold office until the next following annual meeting provided, however, the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor may not be a Director, Officer or employee of the Corporation, unless the consent of all Voting Members has been obtained.

## **2.08 Borrowing**

### **Borrowing Authority**

Subject to the limitations set out in the Act, the Letters Patent of the Corporation and this By-law, the Board may:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, sell or pledge securities of the Corporation; or
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the **Corporation.**

## **2.09. Authorization**

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

## **SECTION III DIRECTORS**

### **III.01 Powers**

Subject to the Act and the Letters Patent, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

### **III.02 Number**

There shall be a total of eleven (11) Directors. *However, this may increase from time to time by the Board by a majority vote, confirmed by the membership at the Annual General meeting.*

*There shall be a total of up to 10 Directors at large from across Canada*

### **III.03 Qualifications**

Each Director shall be an individual who is not less than 18 years of age and have the power under law to contract. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director. A Director must be in full agreement with the governing documents of the Corporation. A Director shall at the time of his or her election or within 10 days thereafter be an Individual Member or a Lifetime Member of the Corporation in good standing.

### **III.04 Election and Term**

- (a) Subject to the provisions of this By-law, Directors shall be elected by the Voting Members at an annual *general* meeting.
- (b) Such election of members of the Board shall be governed by the following process upon the completion of the process, the Nominating Committee shall present the nominees to the Board:
  - (i) *There shall be a Nominating Committee consisting of the President, Vice President, Governance Director and any other member of the Board;*
  - (ii) *The Quorum of such a committee shall be three and shall include the President or the governance Director ;*
  - (iii) *The Nominating Committee, in consultation with the Board shall determine the qualifications that must be met for each director, keeping in mind, the stated goals of the BBPA;*
  - (iv) *Nominations for a director's position shall be made to the Committee and shall be made at least seven (7) days prior to the AGM;*
- © The Directors' term of office shall be two (2) years calculated from the date of the meeting at which they are elected until the third annual meeting following or until their successors are elected. *Each Director shall be eligible for re-election for a further term of two years*

*The BOD may at their own discretion extend for another term any position that they believe is in the interests of the BBPA . Such vote shall be no less than two thirds of the members present*

- (d) The following Directors or Officers is elected in even numbered years:
  - A. President;
  - B. Vice President
  - C. The Chairpersons *or Co-Chairperson of:*
    - a) the Fundraising Committee;
    - b) the Membership Committee;
    - c) the Volunteer Committee
    - d) the Young Professionals Committee;
    - e) Business Development Committee
    - f) Program Committee; and
    - g) National Scholarship Fund Committee as guided by the Rules and Procedures of the National Scholarship Fund
  
- (v) The following Directors or Officer is elected in odd numbered years:
  - A. Secretary/***Governance;***
  - B. Treasurer; and
  - C. The Chairpersons or Co-Chairpersons of:
    - a) ***the Technology Committee***
    - b) ***the Communications Committee;*** and
    - c) ***the Directors at Large.***
  
- (c) As much as possible, the Directors shall be elected and shall retire in rotation every two (2) years. The maximum number of terms for each director is two (2) terms of three (3) years. A Director will be eligible for re-election to the Board in

that particular position at the end of his or her term up to the maximum number of terms if such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence from that board position is required before eligibility for re-election to membership on the Board in that particular position is restored. However, *subsequent to the third term of office, any officer shall be eligible for election to any other office*

### **III.05 Consent**

A Director who is elected or appointed must consent to hold office as a Director by:

- (a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place,
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting, or
- (c) by acting as a Director pursuant to such person's election or appointment.

### **III.06 Vacation of office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Voting Members, becomes disqualified to serve as Director, acquires the status of a bankrupt, becomes mentally incompetent or is convicted of any criminal offence. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

### **III.07 Resignation**

A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later. As much as possible, written notice of resignation as a Director shall be provided to the Corporation one month in advance of the resignation date.

### **III.08 Removal**

Subject to the Act, the Directors may, by resolution passed at a duly called meeting remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director shall be automatically removed from his or her office if he or she is absent from three (3)

consecutive meetings of the Board of Directors and/or the Executive Committee, as applicable without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board. A Director shall be automatically removed from his or her office if he or she no longer fulfils all of the qualifications to be a Director in Section 3.03 as determined in the sole discretion of the Board.

### **III.09 Filling Vacancies**

Subject to Section 3.08 above and to the provisions of the Act, a vacancy on the Board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the Board. If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any meeting of Voting Members, the Directors then in office shall forthwith call a special meeting of Voting Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Voting Member.

### **III.10 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

## **SECTION IV MEETINGS OF DIRECTORS**

### **IV.01 Place of Meetings**

Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

### **IV.02 Calling of Meetings**

Meetings of the Board may be called by the President, the First Vice-President, the Second Vice-President or any two (2) Directors at any time.

### **IV.03 Notice of Meeting**

Unless sent by mail, forty-eight (48) hours notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 9.01 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the

foregoing, notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

#### **IV.04 First Meeting of New Board**

If a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Voting Members at which such Board is elected.

#### **IV.05 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

#### **IV.06 Quorum**

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office, provided that vacancies on the Board shall not be included when establishing the requisite quorum. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not quorum is present.

#### **IV.07 Participation at Meeting by Telephone or Electronic Means**

The Directors may, participate in a Board meeting using telephonic, electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- (a) the Board of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- (b) each Director has equal access to the specific means of communication to be used.

A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A written consent pursuant to this section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the Board and/or committees of the Board.

#### **IV.08 Chairperson of the Meeting**

The chairperson of Board meetings shall be the President or the First Vice-President if the President is absent or unable to act. In the event that the President and the First Vice-President are absent, the Second Vice-President shall chair the meeting.

In the event that the Second Vice President is not present, the governance director shall chair the meeting

#### **IV.09 Votes to Govern**

Each Director is authorized to exercise one (1) vote. At all meetings of the Board, a majority of the votes cast on the question shall decide every question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

#### **IV.10 Disclosure of Interest**

##### **(a) Prohibition**

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members has any direct or indirect personal interest, gain or benefit.

##### **(b) Disclosure**

Any Director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in (a) above, whether permitted by law or not shall declare their interest therein at the first opportunity at a meeting of the Board.

##### **(c) Material Interest**

Notwithstanding the provisions in this Section herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Corporation unless the direct or indirect personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase “material nature” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of “material nature” in such circumstances to be determined by the Board from time to time, subject to the

overriding compliance with the common law concerning conflict of interest of Directors as fiduciaries and the provisions of the Act.

(d) Procedure Where Disclosure

The chair of Board meetings shall request any Director who has declared a direct or indirect (i.e. through his or her family members) personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Corporation, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section herein, save and except where permitted by law and approved by a resolution of a majority of the votes cast at a Board meeting, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

**IV.11 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

**IV.12 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors and delegate to the managing director or committee any of the powers of the Board.

**IV.13 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make by board policy. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Corporation. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure.



**4.13.1. *There shall be as many standing committees of the BBPA as the Board may determine from time to time .***

**4.13.2. *The Chairperson of each shall be elected by the General Membership.***

**4.13.3. *Such committee shall include:***

- a) ***Business Development ;***
- b) ***Fundraising***
- c) ***Technology***
- d) ***Membership***
- e) ***Volunteer***
- f) ***Communications ;***
- g) ***Young Professionals;***
- h) ***Programs***
- i) ***National Scholarship Program (“NSP”) as guided by its Rules and Procedures of the National Scholarship Fund; and***
- j) ***Expansion and Real Estate***

**4.13.4 *Special projects will be undertaken from time to time by the BBPA. Chairpersons who in turn shall be appointed by the Executive Committee, and will report to that committee through the President.***

**4.13.16. *Each chairperson shall be required within one month of the commencement of each fiscal year of the BBPA to submit a work-plan of the goals of her or his committee for implementation of such goals.***

*At each Board meeting, each chairperson shall be required to give a progress report. In the event that a chairperson fails to perform her or his duties to the satisfaction of the Board, the President, in consultation with the Board, may request a private meeting with that Chairperson to determine the cause or reasons for such failure and to determine what assistance may be necessary.*

*In the event that such failure continues for two (2) meetings of the Board, the President shall request the resignation of the said Chairperson and that office shall be filled in accordance with Article 3.09.*

#### **IV.14 Executive Committee**

- (a) There may be an executive committee composed of the President, Vice President, the treasurer, Governance Director, Secretary, together with any other Directors as may be appointed by the Board from time to time;
- (b) The executive committee shall exercise such powers as are authorized by the Board by resolution. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- (c) Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that *twenty four (24)* hours written notice of such meeting shall be given, other than by mail, to each member of the committee;
- (d) Notice by mail shall be sent at least seven (7) days prior to the meeting. Three (3) members of such committee, including either the President or one of the Vice-Presidents, shall constitute a quorum;
- (e) No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### **IV.15 Remuneration of Officers, Agents, Employees**

The remuneration of Officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Board by resolution provided that the Board may delegate this function to an Officer or Officers of the Corporation.

### **SECTION V OFFICERS**

#### **V.01 Officer Positions**

The Officers of the Corporation shall include:

- (i) the President;
- (i) Vice-President;

- (ii) the Secretary;
- (iii) the Treasurer;
- (iv) the Immediate Past President
- (v) *The Chairpersons/Co-Chairpersons of the Standing Committees; and*
- (vi) *Directors at large as required from time to time and as the Board may determine*

(a) Other Officers

The Board of Directors may appoint such other Officers as the Board of Directors determines is appropriate and the duties of such Officer shall be determined at the discretion of the Board of Directors in accordance with applicable board policies, as may be amended from time to time.

**V.02 Definition of Officers & their Roles**

(a) President

*The President is an ex-officio member of all committees and shall preside at all meetings of the Board, committees of Directors, if any, and the Voting Members, as well as carry out such other duties including, but not limited to:*

- (i) *Manages sponsorship relationships.*
- (ii) *Maintains an overall charge and provides direction to special projects of the Association;*
- (iii) *Manages office staff and the operation of the office.*
- (iv). *Represents the Association and the Black community in discussions or negotiations with leaders of government, business, public and private institutions, community agencies, and provincial, national and international organizations;*
- (v) *Co-ordinates ventures with other organizations in service of the community;*
- (vi) *Addresses the concerns of other minority communities and identifies and works with them for common interests for the Association*

.

**(b) Vice-President**

*In the event that the President is absent or is unable or refuses to act, the First Vice-President shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Voting Members as well as carry out such other duties including but not limited to:*

- (i) Is responsible for developing the BBPA's fundraising strategy;*
- (ii) Chairs the National Black Business and Professional Convention (NBBPC).*
- (iii) Plans and executes fundraising activities in collaboration with other committees;*
- (iv) Chairs the Ebony Think Tank;*
- (v) Supports the Director of Events with the planning and execution of social/networking events.*

**(c) Immediate Past President/Emeritus Director**

- (i) Advises whether quality control measures are functional with the delivery of BBPA program and deliverables . In addition, such a person on request will advise and/or assist the current president on matters of importance to the BBPA. Overall, such a person shall be expected to assist in ensuring that knowledge critical to the proper functioning of the BBPA is passed on to the Current president and the Board*

*The immediate past president may preside at all meetings of the Board, and as well as carry out such other duties as may be required and as directed by the Sitting president .*

**(d) Secretary**

*The secretary, when in attendance, shall be the secretary of all meetings of the Board, Voting Members and committees of the Board and, whether or not the secretary attends, the secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. In addition:*

- (i) the secretary shall give, or cause to be given, as and when instructed, notices to Voting Members, Directors, the auditor and members of committees;*
- (ii) the secretary shall be the custodian of the corporate seal as well as all books, papers, other than financial records, documents and other instruments belonging to the Corporation and ensure that they are safely stored;*
- (iii) Protects the Organization Intellectual property*

(iv) *Ensure that all non-financial reports required by regulatory bodies are filed as Required;*

(v) *Accepts Nominations of the Board*

**(e) Governance Director**

(i) *Ensures that elections are conducted in accordance with the requirements of the BBPA's Constitution;*

(ii) *Ensures that the policies and procedures by which the BBPA operates are consistent with its constitution, including the form and nature of the contracts in which BBPA becomes involved.*

**(e) Treasurer**

*The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Corporation as well as carry out such other duties. Specifically, the role of the Treasurer shall include but not limited to:*

(i) *Is responsible for the Administration of the finances, office supplies and property of the BBPA;*

(ii) *Keeps a complete and accurate account of all receipts and expenditures;*

(iii) *Deposits all monies and valuable effects in the name of the BBPA;*

(iv) *Renders proper accounting to the Board of Directors and General Membership;*

(v) *Prepares an annual budget for the Association and provides the Board of Directors with a report of the BBPA's financial position at each Board meeting;*

(vi) *Signs financial documents on behalf of the BBPA, together with the President and other officers of the BBPA;*

(vii) *Ensures that all reports required by regulatory bodies are filed as required;*

(viii) *Provides support to the auditor selected by the Board to perform the annual audit ; and*

- (vi) *Triggers alerts to president and the BOD of the BBPA regarding any emerging financial crisis on matters of importance to the financial well being of the BBPA*

### **V.03 Qualifications for Officers**

#### **(a) Qualifications**

A Person may be considered for appointment as an Officer of the Corporation if such Person fulfills all of the following qualifications, as well as such additional qualifications as set out in the applicable board policy adopted by the Board of Directors from time to time:

- (i) the Person must be at least eighteen (18) years of age with full capacity under law to contract; and
- (ii) the Person must be *a member of the organization in good standing with related experience Director.*

### **V.04 Term of Office**

Officers shall hold their position for a period of two (2) years in accordance with 3.04, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the third meeting of the Board immediately following the annual general meeting. The maximum number of terms for each Officer is two (2) terms of two (2) years. Upon the completion of the maximum term, a minimum of a one (1) year is required before eligibility for re-election to be an Officer is restored. *However, the BOD in their discretion and in the interest of the BBPA may by a vote of two thirds of those present, agree to extend the two terms to a third*

### **V.05 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the expiry of the then current term of office;
- (b) the Officer's successor being appointed,
- (c) the Officer's resignation,
- (d) such Officer ceasing to be a Director (if a necessary qualification of this appointment) or

(e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Corporation shall be or become vacant, the Board of Directors may, by resolution, appoint a person to fill such vacancy.

#### **V.06 Remuneration of Officers**

The remuneration of all Officers appointed by the Board shall be determined from time to time by resolution of the Board except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

#### **V.07 Agents and Attorneys**

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

#### **V.08 Disclosure (Conflict of Interest)**

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws.

### **SECTION VI PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **VI.01 Limitation of Liability**

Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

## **VI.02 Indemnity of Directors and Officers**

Subject to the Act, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

## **VI.03 Insurance**

The corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the corporation pursuant to the immediately preceding Section, provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

## **VI.04 Advances**

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By-law, the Corporation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.



**SECTION VII**  
**MEMBERS**

**VII.01 Definition of Membership**

(a) Definition of Membership

Membership in the Corporation shall consist only of those Persons who:

- (i) have signed a Membership Statement to evidence;
  - (1) their commitment to furthering the Objects for the Corporation as contained in the Letters Patent; and
  - (2) their agreement with the Constitution;
- (ii) are over the age of eighteen (18) years;
- (iii) and
- (iv) have satisfied the applicable requirements set out in Section 7.01(b) herein

(b) Classes of Membership

There shall be four (4) classes of Members in the Corporation as follows:

(i) Individual Members

Individual Members shall consist only of those natural persons who, in addition to having satisfied the definition of Members set out in Section 7.01(a) herein, have also satisfied the following conditions:

- (3) are not in arrears of any Membership Dues; and
- (4) whose application for Individual Membership has been approved by a Resolution of the Board.

(ii) Associate Members

Associate Members shall consist only of those corporations that, in addition to having satisfied the definition of Members set out in Section 7.01(a) herein, have also satisfied the following conditions:

- (1) are not in arrears of any Membership Dues; and
- (2) whose application for Associate Membership has been approved by a Resolution of the Board.

(iii) Lifetime Members

Lifetime Members shall consist of all founders and past presidents and those natural persons who, in addition to having satisfied the definition of Members set out in Section 7.01(a) herein, have also satisfied the following conditions:

- (1) Have previously paid an individual Membership Fee; and whose application for Lifetime Membership has been approved by a Resolution of the Board.

(iv) Honorary Members

Honorary Members shall consist only of those Members who, in addition to having satisfied the definition of Members set out in Section 7.01(a) herein, have also exemplified excellence within the Black community, as determined by the Board of Directors in its sole discretion.

(c) Admission to Membership

An application for Membership shall be signed and submitted to the Board/. If the Board is satisfied that the application for Membership satisfies all of the applicable definitions of Membership as set out in Section 7.01(a) and (b), then in its sole discretion by a Resolution of the Board, such natural person or corporation, as the case may be, shall thereafter become a Member of the Corporation. Each Member shall promptly be informed in writing by the Secretary of his/her admission into Membership. Nominations for Honorary Membership may be submitted to the Board by any Member of the Corporation.

(d) Membership Dues

Individual Members and Associate Members shall be notified in writing of the membership fees, at any time payable by them and, if any are not paid within one (1) calendar month of the Membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation. ***However, the Board may in its own discretion extend to the Member at any time subsequent to such automatic cessation of membership, the opportunity to be reinstated by the payment of the required fee.***

Lifetime Members shall pay a one-time Lifetime Membership Fee. There shall be no Membership Dues for the Honorary Members unless otherwise directed by the Board of Directors.

Membership Record

A record of all Members of the Corporation shall be kept by the Secretary of the Corporation and as well as the Administration office of the BBPA.

## **SECTION VIII      Duties and Rights of Members**

### **(a) Duties and Rights of Members**

The following are the duties and voting rights of Membership in the Corporation:

- (i) Individual Members
  - (1) the duty to further the Objects for the Corporation as contained in the Letters Patent;
  - (2) the duty to respect and submit to the procedures of the Corporation as expressed in its Constitution;
  - (3) eligibility to be nominated and elected as a Director in accordance with Section 3.04(a);
  - (4) eligibility to be appointed as a member of a Committee of the Corporation in accordance with Section 4.13;
  - (5) the right to receive notice of, attend, speak and participate at all Meetings of Voting Members; and
  - (6) the right to a single vote at all Meetings of Voting Members.
  
- (ii) Associate Members
  - (1) the duty to further the Objects for the Corporation as contained in the Letters Patent;
  - (2) the duty to respect and submit to the procedures of the Corporation as expressed in its Constitution;
  - (3) the right to receive notice of, attend, speak and participate at all Meetings of Voting Members, but not the right to vote thereat;
  
- (iii) Lifetime Members
  - (1) the duty to further the Objects for the Corporation as contained in the Letters Patent;
  - (2) the duty to respect and submit to the procedures of the Corporation as expressed in its Constitution;

- (3) eligibility to be nominated and elected as a Director in accordance with Section 3.04(a), but not the eligibility to be appointed as a member of a Committee of the Corporation in accordance with Section 4.13;
- (4) the right to receive notice of, attend, speak and participate at all Meetings of Voting Members; and
- (5) the right to a single vote at all Meetings of Voting Members.

(iv) Honorary Members

- (1) the duty to further the Objects for the Corporation as contained in the Letters Patent;
- (2) the duty to respect and submit to the procedures of the Corporation as expressed in its Constitution;
- (3) eligibility to be appointed as a member of a Committee of the Corporation in accordance with Section 4.13, but not the eligibility to be nominated and elected as a Director in accordance with Section 3.04(a);
- (4) the right to receive notice of, attend, speak and participate at all Meetings of Voting Members, but not the right to vote thereat.

(b) Membership Non-Transferable

Membership in the Corporation is non-transferable.

**SECTION IX            Resignation and Termination of Membership**

(a) Resignation of Membership

Members may resign at any time from Membership in the Corporation by delivering a written notification of their resignation to the President or Secretary of the Corporation, which resignation shall be deemed to have been accepted as of the effective date stated in the resignation.

(b) Termination of Membership

Membership in the Corporation shall automatically terminate upon occurrence of any of the following:

- (i) a Member failing to maintain all of the qualifications of Membership set out in Section 7.01(a) and the applicable requirements set out in Section 7.01(b) herein;
- (ii) if at a Meeting of Members of the Corporation called for that purpose, the Voting Members determine by a two-third (2/3rds) Resolution that a Member is to be removed as a Member of the Corporation, provided that such Member is first offered an opportunity to be heard;
- (iii) in the case of an Individual Member or an Associate Member, the said Individual or Associate Member is in arrears of his or her Membership Dues;
- (iv) on the death of an Individual, Honorary or Lifetime Member and upon the dissolution, insolvency, bankruptcy or winding up of an Associate Member.

(c) Deemed Co-ordinated Resignations

If a Member resigns or is removed from Membership in the Corporation and holds a position of either a Director or Officer of the Corporation, that Member shall be deemed to have immediately resigned from his position as a Director, an Officer and/or a Committee member of the Corporation.

**SECTION X**  
**MEETINGS OF VOTING MEMBERS**

**X.01 Meeting of Members**

A “meeting of Voting Members” or “Voting Members’ meetings” shall include an annual meeting of Voting Members and a special meeting of Voting Members.

**X.02 Annual General Meetings**

Subject to the By-laws, the Board shall call, at such date and time as it determines, an annual meeting of Voting Members for the purpose of considering the financial statements and reports of the Corporation pursuant to the Act, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Voting Members shall be held within fifteen (15) months from the holding of the last annual meeting of Voting Members.

**X.03 Special Meetings**

The Board may at any time call a special meeting of Voting Members for the transaction of any business which may properly be brought before the Voting Members. The Board shall call a special general meeting of Voting Members on written requisition of Voting

Members carrying not less than 10% of the Voting Members of the Corporation entitled to vote.

#### **X.04 Place of Meetings**

Meetings of Voting Members may be held at any place within Ontario as the Board may determine.

#### **X.05 Special Business**

All business transacted at a special meeting or an annual meeting of Voting Members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of Directors and reappointment of the incumbent auditor, constitutes special business.

#### **X.06 Notice of Meetings**

Notice of the time and place of a meeting of Voting Members shall be provided in the manner provided in Section 9.01 of this By-law to the following:

- (a) by mail or electronic sent to each Member to the address shown on the books of the Corporation not less than ten (10) days before the meeting of Voting Members is to take place; or
- (b) by publication in a newspaper in the municipality in which a majority of the Members resides two (2) consecutive weeks before the meeting of Voting Members is to take place.

Notice of a meeting of Voting Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Voting Member to form a reasoned judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting. Notice of a meeting of Voting Members must remind Voting Members that they have the right to vote by proxy.

#### **X.07 Waiving Notice**

A Voting Member and any other person entitled to attend a meeting of Voting Members may in any manner and at any time waive notice of a meeting of Voting Members, and attendance of any such person at a meeting of Voting Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **X.08 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Voting Members shall be the Members of the Corporation in good standing, the Directors and the auditor of the Corporation and

such other persons who are entitled or required under any provision of the Act, the Letters Patent or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

#### **X.09 Chairperson of the Meeting**

The chairperson of Voting Members' meetings shall be the President, or the First Vice-President if the President is absent or unable to act. In the event that the President and the First Vice-President are absent, the Second Vice-President shall chair the meeting.

#### **X.10 Quorum**

A quorum at any meeting of the Voting Members (unless a greater number of Voting Members are required to be present by the Act) shall be 1/3 of paid up members or twenty five (25) whichever is less.

If a quorum is present at the opening of a meeting of Voting Members, the Voting Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Voting Member may be present in person, or by proxy.

#### **X.11 Adjournment**

The chairperson of any meeting of Voting Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Voting Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **X.12 Method of Voting**

Subject to compliance with the Act, in addition to voting in person, every Voting Member entitled to vote at a meeting of Voting Members may vote by any of the following means:

- (a) by appointing in writing a proxyholder or one or more alternate proxyholders who must be Voting Members of the Corporation, as the Voting Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;
- (b) except where the Act requires a meeting of Voting Members with respect to the matter to be voted on by the Voting Members, by using a mailed-in ballot in the form provided by the Corporation;

As for proxy voting, this shall be considered in accordance with the policies and procedures as determined by the Board of Directors

### **X.13 Votes to Govern**

At all meetings of the Voting Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

### **X.14 Show of Hands**

Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Voting Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

### **X.15 Ballots**

For any question proposed for consideration at a meeting of Voting Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Voting Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Voting Members on the question shall be determined by the result of such ballot.

### **X.16 Resolution in Lieu of Meeting**

Except where the Act requires a meeting of Voting Members with respect to the matter to be voted on by the Voting Members, a resolution in writing, signed by all of the Voting Members entitled to vote on that resolution at a meeting of Voting Members, is as valid as if it had been passed at a meeting of Voting Members. A majority vote of the Voting Members shall be required to approve any matter that can be voted on by written resolution. A copy of every resolution referred to above shall be kept with the minutes of meetings of Voting Members.

### **X.17 Rules of Order**

Any questions of procedures at or for any meetings of the Voting Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.



## **SECTION XI** **NOTICES**

### **XI.01 Method of Giving Notices**

Any notice, communication or other document required to be given by the Corporation to a Member, Director, Officer, or auditor of the Corporation pursuant to the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary.

### **XI.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **XI.03 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice, provided that no Member objects in writing to the President of such omission or irregularity within thirty (30) days after the date of such meeting.

### **XI.04 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and

such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Voting Members or of the Board or of a committee of the Board, which may be given in any manner.

## **SECTION XII** **POLICIES**

### **XII.01 Board Policies**

The Board shall at its own discretion may adopt, amend, or repeal by resolution such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

### **XII.02 By-law Policies**

The Board may, from time to time, prescribe, amend or repeal By-law policies which deal with matters that the Voting Members or the Board considers necessary to require the approval of Voting Members. By-law policies may be prescribed, amended or repealed by resolution of the Board, but any such by-law policy, amendment thereto or repeal thereof, shall have force and effect only after it has been confirmed by two-thirds (2/3rds) of the votes cast by the Voting Members present and voting at a meeting called for that purpose.

## **AMENDMENTS**

### **XII.03 Amendment of Letters Patent**

Notwithstanding the Act, the Letters Patent of the Corporation may only be amended by seventy-five percent (75%) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative seventy-five percent (75%) of the votes cast at a Voting Members' meeting duly called for the purpose of considering the said amendment, provided that notice of such Voting Members meeting shall be given at least two weeks prior to such Voting Membership meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

### **XII.04 Amendment of By-laws**

- (a) The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a two-thirds (2/3) of the votes cast at a meeting of the Board duly called for that purpose and sanctioned by an

affirmative two-thirds (2/3) of the votes cast at a meeting of the Voting Members duly called for the purpose of considering the said By-law. Except as otherwise provided, a By-law or an amendment to a By-law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion. A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting of Voting Members or to a special general meeting of Voting Members of the Corporation called for that purpose. The Voting Members at the annual meeting or special general meeting may confirm the By-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this Section shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment or refusal to approval.

- (b) Notwithstanding Section 11.02(a), herein, such amendment shall only be effective upon the ratification by the Voting Members.

## SECTION XII

### Chapters

#### **Preamble**

Whereas, the BBPA is committed to become a national organization and it intends to achieve this objective by whatever means necessary including the establishment of Chapters across Canada;

And Whereas, the National Head office of the BBPA shall be located in Toronto, Canada unless otherwise determined by the voting process at an Annual General meeting (AGM);

And Whereas, in establishing such Chapters, the BBPA is committed to ensure that such Chapters are governed consistent with its stated objectives;

And Whereas, in order to achieve such consistency, the BBPA requires that each Chapter develops its own By Laws in accordance with the following format and shall only deviate from such model in accordance with the written approval of the BOD of BBPA, Toronto

#### **PROCESS TO ESTABLISHING EACH CHAPTER'S BY LAWS**

Upon completion of the draft bylaws, they must be submitted to BBPA National headquarters for review and approval by the BBPA Board of Directors. To submit your chapter's draft bylaws, send an electronic version of the completed draft to BBPA's President at [bbpa@bellnet.ca](mailto:bbpa@bellnet.ca).)

#### ***CHAPTERS ORGANIZATION OF ITS BY LAWS***

#### **ARTICLE I – NAME AND OBJECTIVES**

The name and title of the Chapter shall be:

[Name] Black Business and Professional Association

The objectives of the Chapter are to foster the purposes of the Black Business and Professional Association(BBPA) and to provide a vehicle by which members can meet and discuss matters of mutual interest.

#### **ARTICLE II – ADMINISTRATION**

## **Section 1. Books and Records**

- a. The Chapter shall maintain a record of the names and contact information of the members entitled to vote.
- b. All books and records of the Chapter may be inspected by any member having voting rights, for any proper purpose, at any reasonable time.
- c. How will we deal with their finances? We want to make sure they are not running deficits? How are taxes done for chapters in Canada?

## **Section 2. Fiscal Year**

The fiscal year of the Chapter shall be from April 1 to March 31.

## **ARTICLE III – MEMBERSHIP**

### **Section 1. Chapter Membership**

- a. No person may be a member of the Chapter unless he or she is also a member in good standing of BBPA. No person who is a member in good standing of BBPA and who pays all applicable dues may be denied membership in the Chapter.
- b. Chapter membership categories and voting rights shall be the same as those established in the BBPA bylaws.
  1. Professional BBPA members may vote on Chapter issues and hold Chapter office.
  2. Associate BBPA members may vote on Chapter issues and hold Chapter office except for the office of Chapter President.
  3. Student members may not vote or hold Chapter office.
  4. Organizational membership carries no voting or office-holding privileges.
- c. Membership in the Chapter may be terminated for non-payment of Chapter dues.

### **Section 2. Dues and Assessments**

Chapter members shall contribute such annual dues and other reasonable assessments as the Chapter shall determine.

## **ARTICLE IV – OFFICERS**

### **Section 1. Officers**

- a. The officers of the Chapter are:
  - President
  - Secretary
  - Treasurer

- b. The term of office shall be for a period of two ( *2* ) *years* or until a successor is elected and assumes office. Terms of office shall commence in *January of every even-numbered year*..
- c. No Chapter officer may serve more than 2 terms in succession in the same office.
- d. No member may serve simultaneously as both President and Treasurer.

## **Section 2. Duties**

- a. The President:
  - Serves as the official voice and representative of the Chapter.
  - Presides over Chapter meetings.
  - Performs such other duties as the Chapter may require.
- b. The Secretary:
  - Ensures the accurate production of minutes of all Chapter meetings.
  - Ensures that any notices required by governance documents or the Chapter are distributed properly and in a timely fashion.
  - Ensures that all official Chapter records are properly maintained.
  - Performs such other duties as the Chapter may require.
- c. The Treasurer:
  - Ensures that Chapter financial transactions are timely and proper and that Chapter financial accounts are properly maintained.
  - Ensures that Chapter financial records and tax forms are properly maintained and submitted.
  - Performs such other duties as the Chapter may require.

## **Section 3. Board of Officers**

Collectively, the officers of the Chapter shall make up the Board of Officers. The Board of Officers shall be the governing and policy-making body of the Chapter and shall have responsibility for supervising the activities of the Chapter.

## **Section 4. Eligibility**

- a. The President of the Chapter must be a Professional Member of BBPA in good standing.
- b. All other Chapter officers must be either Professional or Associate Members of BBPA in good standing.

## **Section 5. Nomination and Election**

- a. At least three (3) months before the next term of offices begins, the Board of Officers shall appoint a nominations committee consisting of at least three voting members in good standing. The nominations committee shall recruit and accept nominations for each officer position due for election.
- b. At least two (2) months before the next term of offices begins, the nominations committee shall publicize officer openings and identified nominees to all Chapter members. Additional nominations may be made, up to the date of election, provided that the nominated member is in good standing and meets the requirements for the office.
- c. At least one (1) month before the next term of offices begins, the election of officers shall be held. The election may be conducted by email, regular mail, and/or at a regular meeting of the Chapter, provided that at least 30 days notice of the pending election and procedures for voting has been given to all Chapter members.
- d. A plurality of those voting for each position shall be required to elect.

## **Section 6. Vacancy and Removal**

- a. No Chapter officer may remain in office if he/she no longer meets the eligibility criteria for office.
- b. Should any elected or appointed officer be unable to fulfill his/her elected term, the remaining officers (by majority vote) shall appoint a member to fill the vacant position for the remainder of the term. The appointed member must meet the qualification requirements for the position.
- c. Any Chapter officer may be removed from office by a vote of the membership for failure to perform the duties of office, negligence, violation of BBPA's Code of Ethics, or any other reason, provided that:
  1. The members of the Chapter, including the officer to be removed, have been notified in advance of the reason for potential removal.
  2. The officer has been provided an opportunity to respond on his/her own behalf.
  3. A majority of those voting vote to remove the officer from office.

## **ARTICLE V – MEETINGS**

### **Section 1. Regular Meetings**

- a. Chapter meetings may be held at such intervals as may be decided by the Chapter, but not less than four (4) times per year.
- b. Notification of each regular meeting shall be made at least 30 days before the meeting.

### **Section 2. Special Meetings**

- a. Special meetings of the Chapter meetings may be called by the Chapter officers or by written request of ten percent (10%) of the members eligible to vote in Chapter elections.
- b. Notification of such meeting shall state the purpose of the meeting and shall be made at least 10 days before the meeting.

### **Section 3. Quorum**

The presence of 20% of the membership or four members whichever is lesser shall constitute a quorum of Chapter members who are eligible to vote for the transaction of business at any regular or special Chapter meeting. A majority of voting members present shall be required to take action, unless a greater vote is required by law, BBPA's bylaws, or these bylaws.

### **Section 4. Waiver of Notice**

Whenever any notice of any meeting of the members is required under provisions of law or these bylaws, a waiver in writing, signed by those scheduled to receive notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection shall also constitute waiver of required notice.

## **ARTICLE VI – CONFLICT OF INTEREST**

- a. Any Chapter Officer or member who has a financial or fiduciary interest in, or the appearance of such an interest in, a matter which comes before the Chapter shall bring such genuine or apparent conflict of interest to the attention of the Chapter and shall abstain from voting on such matter unless it is determined that no conflict of interest exists.
- b. Any person who has knowledge of such genuine or apparent conflict of interest on the part of any Chapter Officer or member must bring such conflict of interest to the attention of the Chapter, orally or in writing, and the Chapter Officer or member will abstain from voting on the matter unless it is determined by Chapter that no conflict of interest exists.
- c. When any member of the Chapter, or an interested third party, brings to the attention of the Chapter the claim that a genuine or apparent conflict of interest exists, the Chapter will vote to determine whether an actual conflict of interest exists.
  1. If the majority of those voting determine that, in fact, a conflict does exist, the member with the conflict of interest shall abstain from voting on the matter.
  2. If the majority of those voting determine that no conflict of interest exists, the member may vote on the matter.

## **ARTICLE VII – RELATIONSHIP WITH BBPA AND OTHER PROVISIONS**



**Section 1. Relationship with BBPA**

The Chapter is a subsidiary unit of the Black Business and Professional Association (BBPA). Any action taken by the Chapter without the prior written consent of BBPA’s Board of Directors shall not be binding on BBPA. BBPA does not authorize the Chapter to act as an express or implied agent for, or on behalf of, BBPA without the prior written consent of BBPA.

**Section 2. Restriction on Activities**

Notwithstanding any other provisions of the bylaws, the Chapter shall not carry on any activities not permitted to be carried on by an association under Canadian law.

**Section 3. Logo and Name**

All public uses by the Chapter of BBPA’s name, trademarks, and/or logos must be approved in advance by BBPA. Any Chapter logo must conform to BBPA guidelines and its use must be approved in advance by BBPA.

**Section 4. Dissolution**

In the event of Chapter dissolution, the residual assets of the Chapter shall be turned over to BBPA.

**Section 5. Insurance**

Each Chapter is responsible to consider its needs for general and professional liability (Directors/Officers and Entity liability) insurance. Further information is available from BBPA headquarters. If the Chapter decides that it should have insurance, Section 5 should be added to the bylaws as follows: “The Chapter shall purchase and maintain sufficient general liability insurance and professional liability (Directors/Officers and Entity liability) insurance.”)

**ARTICLE VIII – AMENDMENT OF THE BYLAWS**

**Section 1. Chapter Responsibility**

The Chapter shall ensure that its bylaws are kept current in relation to BBPA’s bylaws.

**Section 2. Amendment Process at the Chapter Level**

The Board of Officers shall review the Chapter’s bylaws whenever it receives notice that BBPA’s bylaws have been amended and, in any case, at least once during every term of office. Should changes be required, the Board of Officers will draft suggested amendments to be submitted for approval by the Chapter membership at the next

regularly scheduled Chapter meeting or through a mail or electronic ballot, provided that the notice of proposed amendments shall be given to all voting members of the Chapter at least 10 days before the voting deadline. Should a majority of those voting support the proposed amendments, the new recommended Chapter bylaws shall be submitted to the BBPA Board of Directors per Section 3 below.

**Section 3. Approval of Draft Amendments by BBPA.**

Upon completion at the Chapter level of any amendment to the Chapter bylaws, the recommended amended bylaws must be submitted to BBPA for review and approval by the Board of Directors. Bylaws must be approved by the Board of Directors before they can take effect.

**ENACTED** this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

President

Secretary

**CONFIRMED** by the Voting Members of the Corporation this \_\_\_\_\_ day of October 2017

\_\_\_\_\_  
Secretary