



**NATIONAL ASSOCIATION OF BARBADOS
ORGANIZATIONS, INC.**

**CONSTITUTION
AND
BY-LAWS**

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National Association of Barbados Organizations Inc.

Constitution

ARTICLE 1 - (Identification)

- Section 1. The name of this organization shall be the National Association of Barbados Organizations, Inc. incorporated in the state of Florida, and hereinafter called the Corporation.
- Section 2. The seal of the Corporation shall be in such form as prescribed by the Board of Directors and shall have the words the National Association of Barbados Organizations, Inc.
- Section 3. The Organization will also be known by its acronym NABO in its public Amend communications and on its stationary.

ARTICLE II - (Goals and Objectives)

- Section 1. To assist in the orientation and adaptation of Barbadians and American residents of origins in Barbados to the American society and to foster a better understanding of the USA.
- Section 2. To encourage Barbadians and Americans of origins in Barbados to participate in American society.
- Section 3. To provide a forum for communication among Barbadian and Caribbean communities residing in the USA.
- Section 4. To provide a national voice for Barbadians and Americans of origin in Barbados and function as a support system for member Barbadian organizations.
- Section 5. To cooperate with other organizations whose educational, cultural, social, economic, and recreational activities render a contribution to the development of American life.
- Section 6. To assist in protecting the rights of Barbadians and Americans of origins in Barbados residing in the USA.
- Section 7. To preserve and promote the Barbadian cultural heritage.
- Section 8. To assure due recognition of the contributions of Barbadians and Americans of origins in Barbados to the USA and Barbados.
- Section 9. To promote the economic, social, cultural, and educational advancement of Barbadians.

- Section 10. To use, apply, devote or distribute from time to time all or part of he fund or funds of the Corporation and the income there from for the charitable or educational purposes of Barbadians and Americans of origins in Barbados by such means as may from time to time seem expedient to its directors, including research, publication, education and the establishment and maintenance of charitable and educational activities, agencies or institutions which will best promote the objects of the Corporation.

Section 11. To accept donations, gifts, legacies and bequests for use in promoting the Objectives and carrying on the work of the Corporation.

ARTICLE III - (Dissolution)

Section 1. It is specifically provided that in the event of the dissolution or winding up of the Corporation and after payment of all debts and liabilities, the remaining property of the corporation shall be distributed or disposed of to one or more recognized charitable organizations in the USA and Barbados.

ARTICLE IV – (Powers)

Section 1. The legislative powers shall be vested in the Board of Directors.

Section 2. The ultimate powers shall be vested in the General Body.

ARTICLE V - (Limitations)

Section 1. The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretion to the Corporation is to be used in promoting its objectives.

ARTICLE VI - (Membership)

Section 1. Membership in the Corporation shall be open to all Barbadians and USA residents who are members of a State registered Barbadian Associations in the following categories.

- a. General Membership: Any Barbadian-American (**change from state registered**) association or Barbadian group which is interested in furthering the objectives of the Corporation and which has paid such annual dues as specified by the Board of Directors of the Corporation, may be a General Member.
- b.
- c. Associate Membership: Any Barbadian organization or individual who subscribes to the objectives of the Corporation but has not attained the full status of the General Member, may, at the discretion of the Board of Directors, become an Associate Member. **Amend Any individual who subscribes to the objectives of the Corporation may, at the discretion of the Board of Directors, become an Associate Member.**
- c. Associate members do not have the right to vote or serve on the Board of Directors.

ARTICLE VII - (Board of Directors)

Section 1. The property and business of the Corporation shall be managed by a Board of Directors of whom two-thirds shall constitute a quorum. The Board of

Directors may on literature of the Corporation be designated as the Board of Governors

AmendA Board of Directors of whom fifty percent plus one (50% + 1) of its financial Directors shall constitute a quorum shall manage the property and business of the Corporation. The Board of Directors may on literature of the Corporation be designated as the Board of Governors.

- Section 2. The applicants for incorporation shall become the first directors of the Corporation whose term in office on the Board of Directors shall be for two years. All subsequent Directors representing member organizations shall be nominated to the Board of Directors by their respective associations.
- Section 3. The Board of Directors shall consist of a Chairman, Vice Chairman, Regional Directors, Secretary, Treasurer, immediate past Chairman, the President of each State registered local association or a person so designated by the Executive Board of that Association.
- Section 4. The office of Director shall be automatically vacated:
- a. If a director shall resign their office by delivering a written resignation to the Secretary of the Corporation.
 - b. If at a special general meeting of members a resolution is passed by **fifty percent plus one (50% + 1) (change from two-thirds (2/3))** of the **financial** members present at the meeting that they be removed from office.
 - c. Upon **their** death.

Provided that if any vacancy shall occur for any reason the Board of Directors by majority vote may, by appointment, fill the vacancy with a member of the Corporation.

- Section 5. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that the ten (10) clear days notice of such meeting shall be sent in writing to each director, provided that there shall be at least one (1) meeting per year of the Board of Directors.

ARTICLE VIII - (National Executive Council)

- Section 1. The Board of Directors shall provide for the creation of a National Executive Council comprising of the Chairperson, Vice Chairperson, Regional Directors, Secretary, Treasurer, **Public Relations Officer**, and the Immediate Past Chairman of the Corporation, which council shall exercise such powers as are authorized by the Board of Directors.
- Section 2. Members of the National Executive Council shall be elected for a term of two years and shall not serve for more than two consecutive terms in any one position.
- Section 3. The National Executive Council shall be responsible for:
- a. The interpretation and the implementation of the policies and programs of the Board of Directors.
 - b. The management of the affairs of the Corporation.
 - c. All matters having national implications and transcending local and state jurisdiction.

- Section 4. The National Executive Council may be called into session at any time and place by the Chairman on his own initiative or at the request of at least five (5) members of the Council provided that seven (7) days notice of such meeting shall be sent in writing to each member of the Council. A **fifty percent plus one (50% + 1) (change from two-thirds (2/3))** majority of the financial Council shall constitute a quorum. No error or omission in giving notice of any meeting of the National Executive Council or any adjourned meeting of the National Executive Council of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such Council may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- Section 5. Action may be taken by the Chairman of the Corporation at any time by informal meetings, by letter, fax; or by telephone consultation. All decisions made, and action taken, by the National Executive Council shall be recorded in writing and reported to all of the Board of Directors within two (2) weeks.

ARTICLE IX - (Officers)

- Section 1. The Officers of the Corporation shall be a Chairman, Vice Chairman, Regional Directors, Secretary, Treasurer, **Public Relations Officer** and such other officers as the Board of Directors may determine including but without restricting the foregoing and Executive or Recording Secretary. No more than one office may be held by the same person.

ARTICLE X - (Meetings)

- Section 1. The Annual General Meeting shall be held not later than March of each year time and place to be determined by the Board of Directors or as decided at the previous Annual General Meeting. The place of the meeting shall be announced at least one year in advance of the meeting.
- Section 2. In addition to any other business that may be transacted, the agenda for the annual meeting shall include:
- a. Executive Council report
 - b. Reports of activities from the Regional Directors
 - c. Reports from Standing and Special committees
 - d. Audited financial report and statements.
 - e. Report of the Nominations and Elections Committee
 - f. Ratification of the annual dues and assessments
 - g. Election of Officers
- Section 3. Individual members present at the Annual General Meeting who are not accredited delegates shall be accorded the right to speak at the discretion of the presiding officer.

ARTICLE XI - (Amendments to the Constitution)

- Section 1. The proposed amendment(s) shall be submitted in writing to the Board of Directors.
- Section 2. The Board shall give thirty (30) days notice in writing to all organizations that a proposed amendment will be put before the general body at the

prescribed meeting. Said notice must outline the particular Article and Section to be amended and the proposed change(s).

Section 3. A **fifty percent plus one (50+1) (change from two-thirds (2/3))** majority vote of the general body which consists of the Board of Directors and the two (2) designated delegates from each **financial** organization is required to amend the Constitution.

National Association of Barbados Organizations, Inc.

By-Laws

ARTICLE XII - (Powers)

Section 1. It is provided that when authorized By Laws, duly passed by the Board of Directors and sanctioned by at least **fifty percent plus one (50% + 1)** **(change from two-thirds (2/3))** of the financial members of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time:

- a. Borrow money upon the credit of the Corporation.
- b. Limit or increase the amount to be borrowed;
- c. Issue debentures or other securities of the Corporation;
- d. Pledge or sell such debentures or other securities for such and at such
- e. Prices as may be deemed **necessary (change from expedient)** and secure any such debentures or other securities or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec charge or pledge of all or any currently owned or subsequently acquired real and personal moveable or immovable, property of the Corporation and the undertaking and rights of the Corporation.

Section 2. Any such By-Laws may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the By-Laws.

Section 3. Nothing herein limits or restricts the borrowing money by the Corporation on bills or exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

ARTICLE XIII - (Membership)

Section 1. The Board of Directors shall establish a membership Committee to process applications for membership and to determine whether applying associations, groups, and individuals meet the membership criteria. The membership committee shall submit its recommendations to the Board of Directors.

- a. An association or group that has not been approved for membership shall have the right of appeal to the Board of Directors.
- b. Where an association or group has not paid membership dues or applied for membership, representatives of that association or group

may attend general meetings but shall not be allowed to vote on any matters.

- c. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
- d. Any member may be required to resign by a vote of **fifty percent plus one (50% + 1) (change from two-thirds (2/3))** of the financial members at an Annual General Meeting, or a special meeting called for this purpose.

ARTICLE XIV - (Board of Directors)

Section 1. Directors and Executive Council Members, as such, shall not receive any stated remuneration for their services, but by resolution of the Board of Directors, expenses may be allowed for their attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

Section 2. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.

Section 3. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. The remuneration of all officers, agents, employees, and committee members shall be fixed by the Board of Directors.

ARTICLE XV - (Indemnities of Directors and Others)

Section 1. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit, or proceedings which is brought commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

- b. All other costs, charges and expenses which they sustain or incur in our about or in relation to the affairs thereof, except such costs, charges or expenses as occasioned by they own willful neglect or default.

ARTICLE XVI - (Powers of Directors)

- Section 1. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- Section 2. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objectives of the Corporation. The Directors shall have the power to enter into a trust agreement with a financial institution for the purpose of creating a trust fund in which the capital and interest may be made available of the benefit of promoting the interests of the National Association of Barbados Organizations, Inc., in accordance with such terms as the Board of Directors may prescribe.
- Section 3. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlement, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- Section 4. The Board of Directors shall have the right to call such expert witnesses from its membership, federal, state, and local governments, community organizations or individuals as it deems appropriate to the conduct of the business of the Corporation.
- Section 5. The Board of Directors shall establish policies of and guidelines for the Corporation and shall rule in all matters of dispute.

ARTICLE XVII - (Powers of Officers)

- Section 1. The Chairperson shall be the chief executive officer of the Corporation. The Chairperson shall preside at all general meetings of the Corporation, the Board of Directors, and the National Executive Council. The Chairperson shall oversee the general and active management of the affairs of the Corporation. The Chairperson shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairperson shall be an ex-officio member on all Standing and Special Committees.
- Section 2. The Vice Chairperson shall, in the absence or disability of the Chairperson and shall perform such other duties as shall from time to time be imposed upon them by the Board of Directors. The Vice Chairperson shall be responsible for the implementation of the regional programs as directed by the Board of Directors.
- Section 3. The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all Sets, liabilities,

receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable assets in the name and to the credit of the Corporation in such bank or financial institution, or, in the case of securities, within such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursement and shall render to the Chairperson and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may be from time to time directed by the Board of Directors.

Section 4. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board Of Directors and shall perform such other duties as may be prescribed by the Corporation which the Secretary shall deliver only when authorized by a resolution of the Board of Directors to do so and to such persons as may be named in the resolution.

Section 5. Regional Directors: Revised – see attached document

The Regional Director shall be responsible for the implementation of the respective regional plans and policies, which has been approved by the Board of Directors. They shall convene regional meetings when deemed necessary and the minutes of those meetings shall be forwarded to the Secretary of the Corporation within two weeks of the convening of such a meeting. They shall perform such other duties as shall from time to time be imposed upon them by the Board of Directors.

Section 6. Public Relations Officer: NEW Office – See attached document

Section 7. Secretariat: The Board of Directors shall establish a Secretariat to facilitate the implementation of its policies and programs.

Section 8. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors require of them.

ARTICLE XVIII – (Execution of Documents)

Section 1. Contracts, documents, or any instruments in writing, requiring the signature of the Corporation, shall be signed by the Chairperson and one other officer and all contract documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

ARTICLE XIX - (Special General Meetings)

- Section 1. Special general meetings may be called at a time if it is considered **necessary (change from expedient)** by the Chairperson in consultation with the National Executive Council, or at the written request of ten (10) board members specifying the need for the special general meeting.
- Section 2. Fourteen (14) days prior written notice shall be given to each member association of any in or special general meeting of members. **Fifty percent plus one (50% + 1) (change from two-thirds (2/3))** financial members present in person at a meeting shall constitute a quorum.
- d. Each individual member present at a meeting shall be accorded the privilege to speak but may not vote.
 - e. If an executive board member organization becomes un-financial during the members term, **they shall be accorded their executive privileges (change from they shall be accorded the privileges that are linked to that organization) for the duration of the term.**
- Section 3. No error or omission in giving notice of any annual or general meeting or any adjourned meeting whether annual or general of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer shall be their last address recorded on the books of the Corporation.

ARTICLE XX - (Minutes of the Board of Directors and Executive Council)

- Section 1. The minutes and records of the Board of Directors also the minutes and records of National Executive Council shall not be available to the general membership of the Corporation but shall be available to the Board of Directors each of whom shall receive a copy of such minutes and records.

ARTICLE XX1 - (Voting of Members)

- Section 1. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by name or by these by-laws. Voting at the Annual General Meeting shall be limited to recognized financial delegates only, **as follows:**
- a. All members of the Board of Directors in good standing shall each have one (1) vote.

- b. Local organizations of the Corporation recognized as such shall be allocated two (2) voting official delegates in addition to their official representative on the Board of Directors.

ARTICLE XXII – (Election of Officers) This entire section has been amended. See attached document

Section 2. Voting at the Annual General meeting may be done by written absentee ballot if approved by the board of Directors at the previous Annual General Meeting.**Election Committee**

The current Board will designate an Election Committee to be independently responsible for collecting nominations and counting ballots during the election. The Election Committee members are responsible for handling the election process in a neutral, transparent, and professional manner. The Board will also designate the method that the Election Committee will use to receive nominations and votes.

Nomination Procedure

The election will be preceded by a Nomination Period of three months, beginning July 1, 2005 and ending September 30, 2005 at 8pm US Eastern Standard Time. Candidates for the Executive Committee can be nominated through either of the following two ways (1) self-nomination, or (2) nominated by a NABO member and accepted by the person nominated. Nominations must be sent to all Election Committee Chairman.

The election committee will inform each candidate of his or her eligibility for candidacy in a timely manner and no later than the last day of the nomination period. Each candidate must provide the election committee with a short statement (200 words) to include biographical information and describing what the candidate can contribute to NABO.

Section 3. The election of Officers to the National Executive Council shall take place at the annual general meeting of the Corporation. These elections will be governed by the rules and procedures of the Corporation as established by the Board of Directors.

ARTICLE XXIII- (Fiscal Matters)

Section 1. The fiscal year of the Corporation shall be the twelve (12) months period Amend beginning January 1st of each calendar year.

- Section 2. All funds of the Corporation shall be deposited one month after receipt to a financial institution approved by the Board of Directors.
- Section 3. The Corporation may maintain separate accounts with one or more banks or trust companies.
- Section 4. All monetary transactions shall be made in the name of the Corporation. All checks or withdrawals pertaining to the outgoing funds shall be signed jointly by the Treasurer with either the Chairperson, Vice Chairperson, or Secretary.

ARTICLE XXIV - (Amendment of By-Laws)

- Section 1. The By-laws of the Corporation may be **amended or revised** by submitting in writing to the Secretary by the Directors, local chapters or organizations recognized by the Corporation as such and shall be duly proposed and approved by **fifty percent plus one (50%+1) (change from two-thirds (2/3))** financial majority or delegates at the Annual General Meeting.
- All members shall be notified of the proposed changes in the by-laws, and given the section old and amended by the Secretary at least thirty (30) days prior to the Annual General Meeting.

ARTICLE XXV - (Auditors)

- Section 1. The members shall at each Annual General Meeting appoint an Internal and External auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the External Auditor shall be fixed by the Board of Directors. **All audits must be the financial responsibility of the Corporation.**

The Directors shall receive from the Treasurer financial reports at least 10 days prior to each meeting and shall make provisions for an annual audit (more frequently if required) of the books and accounts. Said audit(s) shall be made by a competent accountant, who shall have a current permit to practice accounting and shall show all receipts and disbursements made by the Corporation during the fiscal year. A copy of said audit(s) shall be furnished to all Directors.

ARTICLE XXVI - (Books and Records)

- Section 1. The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation by any applicable statute or law are regularly and properly kept.

ARTICLE XXVII - (Parliamentary Authority)

- Section 1. The Corporation shall be guided by Robert's Rules of Order in the conduct of its meetings where it is not inconsistent with any special rules of the Corporation.

ARTICLE XXVIII - (Rules and Regulations)

Section 1 Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporations they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the Corporation when they shall be confirmed and failing such confirmation at such Annual General Meeting of members shall at and from that time cease to have any force and effect.

ARTICLE XXIX - (Standing Committees)

Section 1. The following standing committees shall be appointed by the Chairperson in consultation with the Board of Directors.

- f. Finance and Project Planning
- g. Fund Raising
- h. Membership and awards
- i. Culture and Sports
- j. Education and Youth
- k. Communications
- l. Legal, Governmental Affairs
- m.
- n. Constitution

Section 2. All standing committees shall be chaired by a member of the Board of Directors.

ARTICLE XXIXI- (Interpretation)

Section 1. In the constitution and these by-laws in an other amendments hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Section 2. Whenever an inconsistency exists between Constitution and the By-Laws, the provisions of the Constitution shall prevail.

IN WITNESS WHEREOF we have hereunto set our hands at _____ on the _____ day of _____.

Approved by: _____

_____ Chairperson Secretary