

BYLAWS  
of the  
CARIBBEAN ASSOCIATION OF MIDWEST  
AMERICA  
(CAMA)

Founded 2006  
Incorporated \_\_\_\_\_

# **CARIBBEAN ASSOCIATION OF MIDWEST AMERICA**

## **BYLAWS**

### **Article 1 – Name, Offices, Purpose & Amendments**

#### **Section. 1. Name**

The name of the organization shall be the Caribbean Association of Midwest America (CAMA)

#### **Section 2. Central Office**

The administrative office of the organization for its transaction of business is located in the City of Chicago and the County of Cook, Illinois

#### **Section 3. Change of Address**

The Board of Directors is hereby granted full power and authority to change the administrative office of the society from one location to another within the territorial limits of the Association, and this should not be an amendment to the Bylaws. “Territorial limits” is hereby defined for the purposes of these Bylaws as follows, unless otherwise expressly stated are the following Midwestern states: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin.

#### **Section. 4. Purpose:**

For the purpose of clarification – Caribbean is defined as relating to the Caribbean Sea, its islands, or its Central or South American coasts or to the peoples or cultures of this region includes those from the countries of Belize, Guyana and Panama.

- a) To promote the national culture of the Caribbean in order to promote a better understanding among people, with a commitment to non-political and non-sectarian activities.
- b) To assist appointees to the diplomatic corps in the United States and in particular the Honorary Consuls of the Caribbean islands.
- c) To assist the Caribbean in emergencies
- d) To serve as a cohesive force for people of a common Caribbean heritage
- e) To assist Caribbean migrants in their efforts to adapt to their new community.

#### **Section 5. Amendments:**

These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership present at regular general meeting, providing that the proposed amendments have been presented by the Bylaws Committee or by five (5) active members to the Board of Directors in writing. These Amendments shall have been presented in writing to all members at least thirty (30) days prior to the meeting at which these amendments will be voted upon.

## Article 2 - MEMBERS

### Section 1. **Classification of Members:**

The organization shall have three (3) classes of members as follows

- a) **Active Members:** Active membership is open to Caribbeans, spouses of Caribbeans, and descendants of Caribbeans and must be a paid member at least three (3) months prior to the annual meeting for the elections of officers.
- b) **Associate Members:** Associate members shall be non-Caribbean, other than those in Article 2, Sec. 1, who manifest an interest in fostering the aims and purposes of the Association. Associate members shall pay one-half (1/2) of membership dues and shall have rights and privileges of active membership with the exception of the right to vote or hold office, unless otherwise specified by these Bylaws.
- c) **Honorary Members:** Honorary membership may be granted to those holding no other class of membership in the Association and who have made a distinguished contribution to the Midwest Caribbean community, this organization, or the citizenship if the Caribbean. Honorary membership shall be granted to no more than two (2) persons each year. Nominations to this status shall bear the names of five (5) active members of the Association and election shall be by the Board of Directors. Honorary members shall have all the rights and privileges of an active member, with the exception of the right to vote or hold office. An honorary member shall not pay dues and assessments.

### Section 2. **Change in Membership Class (Naturalized active membership):**

An Associate member may apply for active membership after two (2) years of active participation in CAMA activities. The application must be approved by a majority vote of the Board of Directors and ratified by secret ballot at a general membership meeting. Naturalized active members may hold elective offices except the office of President and Vice President. They may be appointed as Directors.

### Section 3. **Admission to Membership:**

Candidates for each category of membership must apply by submitting a completed specified form, which is available from the Association's central office. Completed application forms with the appropriate dues must be submitted to the Membership Committee and Board of Directors for approval at any time. The Association reserves the right to deny membership to anyone.

### Section 4. **Dues and Assessments:**

The membership fees for all classes of membership in this organization shall be determined by the Board of Directors. Notice of this action shall be mailed to the membership at least fifteen (15) days prior to the meeting at which this matter shall be voted on by the membership. Dues and assessments may be acted on by a majority vote of members present at a regular membership meeting.

- a. **Exemption:** Honorary members shall be exempt from all dues and assessments.

- b. **Delinquent dues:** Any member who is delinquent in the payment of dues and assessments three (3) months following the due date will be notified by the Treasurer via U.S.P.S. Thirty days (30) days from the date of notification he/she will be removed from the membership roster. Any member so dropped may be reinstated by payment of dues and assessment in arrears (within one year of the date of delinquency), in addition to the current dues and assessment provided such reinstatement has been approved by the Board of Directors.
- c. **Assessments:** Assessments may be made on the active members and one-half (1/2) the assessment upon Associate members with three-fourths (3/4) affirmative vote of the Board of Directors and an affirmative vote of three-fourths (3/4) of the eligible voters present at a regular membership meeting. Membership, however, must have been informed in writing at least thirty (30) days prior to the meeting that such a course of action is proposed.

#### Section 5. **Number of Members:**

There shall be no limit to the number of members admitted to the organization.

#### Section 6. **Membership Records:**

- A. The organization shall keep in written or electronic data the membership records containing the names, street and email addresses and class of each member. The records shall also reflect the termination and the date of such termination and shall be kept in the central office of the organization.
- B. The Board of Directors, at its discretion, may issue certificates (membership cards) to members of the organization.

#### Section 7. **Termination of Membership:**

- A. Any member may resign from the organization at any time by submit their intentions in writing to the Secretary and returning the membership card within thirty (30) days of resignation is acknowledged. Dues and/or assessments will not be refunded.
- B. Any member who willfully and intentionally commits a crime against this organization (knowingly or unknowingly) forfeits their membership with the organization.

### **Article 3 – Meetings of Members**

#### Section 1. **Place:**

Meeting of the membership shall be at such locations as may be designated by the Board of Directors. The interval between regular membership meeting shall not exceed three (3) months. An annual general meeting to elect officers shall be scheduled in November. Special meetings of the membership shall be called by the President of the organization or at the request of five (5) or more members in writing to the President and held at such places as determined by the Board of Directors.

## Section 2. **Notice of Meeting:**

### a) **Written Notice:**

Notice of every meeting of the membership, either regular or special, shall be distributed via the U.S.P.S. or Internet Email fifteen (15) days before the date of the meeting to each member. Each meeting notice shall be mailed to the membership at the address if said membership appearing on the books or electronic data of the organization or at the address given by the individual member to the organization for the purposes of organizational notices.

### b) **Meeting Notices:**

Meeting notices shall state the name, place, date and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors at the time the notice is given intends to present for action by the membership. The notice of any meeting at which Directors are to be elected shall include the names of those who are nominees at the time notice is given to membership.

## Section 3. **Waivers, Consents and Approvals-**

The transaction of any meeting of the membership, however called and noticed and wherever held shall be as valid a meeting duly held after regular call and notice is given to the membership.

## Section 4. **Quorum:**

A quorum at any meeting of the membership shall be equal to one-fifth (1/5) of the eligible voters.

## Section 5. **Conduct of Meetings:**

- a) The President of the organization, or, in his/her absence, the Vice President shall be the Chairperson of and shall preside over meetings of the membership. In the absence of both the President and Vice President, a Chairperson shall be chosen by majority vote of the membership present.
- b) In the absence of the Secretary, the Chairperson at a meeting shall appoint another person to act as Secretary of the meeting.

## Article 4 – Officers and Directors

### Section 1. Election of Officers:

#### a) Officer Positions:

The elective officers of this organization shall be:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer.
- 5) Four (4) Directors-at-large will be voted upon by the membership.

#### b) Eligibility:

Only active members in good standing and have a working understanding of the organization (either through voluntary or meeting attendance) shall be eligible for elected office.

#### c) Board of Directors:

The Board of Directors of this organization shall consist of nine (9) members:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer
- 5) Immediate Past President
- 6) Four (4) Directors-at-Large

#### d) Terms of Office:

The President, Vice President, Treasurer and Secretary shall serve a one (1) year term. The Directors at Large shall serve a two (2) year term with only two (2) being elected for a two-year term in any one year.

#### e) Nominations:

The Nominating Committee (See Article 5- Section 11) shall present a slate of candidates for offices at the regular membership meeting sixty (60) days prior to the election. The Nominating Committee shall compile a report that includes the name(s) of the active member(s) for the following office(s): President, Vice President, Treasurer, Secretary and two (2) Directors. Nomination may be made from the floor, endorsed by two (2) active members at the same time or following the membership meeting.

**(f) Election of Officers:**

Election of officers shall be held at the annual membership meeting in November. Election shall be by secret ballot except when only one nominee is present for an office. A majority vote for active members shall be required for election. An elected officer can be removed from office by a two-fifths (2/5) vote of the total active membership present at a regular membership meeting.

**(g) Installation:**

Elected officers shall assume the duties of their offices on January 1<sup>st</sup>.

**Section 2. Duties of Officers:**

**a) President:**

The President shall be the executive head of the organization and, when present, shall preside at all meetings of the member of the organization and of the Board of Directors. The President shall be the ex-officio member of all committees. The President shall exercise the general supervision of the affairs of the organization and shall see to the enforcement of the Bylaws of the organization, and to carrying out of all orders and resolutions of the Board of Directors. The President shall keep the Board of Directors informed and shall frequently consult it concerning the business and activities of the organization, and shall make on behalf of the Board an annual report to the members of the organization.

**b) Vice President:**

The Vice President shall be responsible for contacts with members at conferences and meetings and at such other occasions as the President and Board of Directors may designate. The Vice President may also be designated to serve as official representative of the organization at meetings with other groups. In the absence or disability of the President, the Vice President shall perform the President's duties. The Vice President shall be Chairperson of the Program Committee. The Vice President shall have such other powers and duties as may be prescribed by the President.

**c) Treasurer:**

The Treasurer shall have general supervision of the financial affairs of the organization. The Treasurer shall have the power to disburse such funds of the organization as in general, perform all the duties incident to the office of the Treasurer and such other duties as may from time to time be assigned to him/her by the President. Unless otherwise ordered by resolution adopted by the Board of Directors, he/she may sign any check, draft or other order of the organization for the payment of money. The Treasurer shall make statements to the Board of Directors in such form and frequency as they may direct. Subject to such arrangements as the Board of Directors may approve, the Treasurer shall provide for custody and safekeeping of all securities of the organization. The Treasurer and any other member of the Committee on Finance designated by the Board of Directors, acting jointly,

shall have the right of access to such securities, provided such securities are not bearer instruments.

d) **Secretary:**

The Secretary shall be secretary of all meetings of the organization (membership and Board of Directors). The Secretary shall give notice of all meetings requiring notices, and shall keep record of the processing of all the meetings. The Secretary shall perform all other duties ordinarily pertaining to the office of the Secretary or delegated to him/her by the Board of Directors or the President. Minutes of all meetings shall be presented in writing and submitted upon request to any member.

e) **Immediate Past-President:**

The Immediate Past president shall serve as a member of the Board of Directors for one (1) year following his/her term of office as President. The Immediate Past President shall serve as the Chairman of the Nominating Committee.

f) **Officers Pro Tem:**

If at any meeting of the members of the organization, or the Board of Directors, the President is absent, and no one authorized to perform his/her duties is present, then a Chairman pro-tem shall be appointed by a majority vote of the members present.

**Section 3. Vacancies:**

Vacancies of elected officers, Directors-at-Large, or Committee members may be filled, as necessary, by appointment by the President and by a majority vote of the Board. Every member so appointed shall hold office for the remainder of the unexpired term of his/her predecessor.

**Section 4. Regular Board Meetings:**

Regular meetings of the Board may be held as determined by majority vote of the Board of Directors. Meetings of the Board may be called by the President, Vice President, Secretary or Treasurer or any two (2) Directors. Meetings of the Board may be held at a location designated by the Board.

**Section 5. Special Meetings:**

Special meetings of the Board may be called by the President, Vice President, or any two (2) Directors. Special meetings shall be held on four (4) days notice by first class mail or on 48 hours notice delivered personally, via telephone or email. Notice of Special Meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes thereof whether before or after the meeting or who attends the meeting without protesting prior thereof or at its commencement the lack of such notice to such Director. All such waivers, consents and approval shall be filed with the organization's records or made a part of the minutes of the meeting.

**Section 6. Quorum:**

A majority of the Directors constitutes a quorum of the Board for the transaction of business except as hereinafter provided.

**Section 7. Transaction of the Board:**

Except as otherwise provided in the Articles in these Bylaws every act or decision done or made by a majority of the Directors present a meeting duly held at which a quorum is present is the act of the Board, provided however that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken as approved by at least a majority of the required quorum of such meeting. They shall conduct all necessary business between meetings of the membership.

**Section 8. Resignation of Director at Large:**

Any Director at large may resign effective on the date he/she submits a written notice to the President of the organization, unless the notice specifies a later time for effectiveness for such resignation. If the resignation is effective at a future date a successor may be elected to take office when the resignation becomes effective.

Such vacancies on the Board of Directors may be filled by the President with the approval of the Board.

## **ARTICLE 5 - Committees**

### **Section 1. Standing Committees**

The Standing Committees of the organization shall be:

- Advisory Committee
- Finance Committee
- Bylaws Committee
- Executive Committee
- Historical Committee
- Membership Committee
- Program Committee
- Public Relations Committee
- Scholarship Committee
- Ways and Means Committee

### **Section 2. Duties common to ALL Committees:**

- a. All Committee members shall be members in good standing.
- b. Each committee shall submit in writing to the Administrative Office a written report of all activities for that year not later than fifteen (15) days before the last general meeting.
- c. Chairpersons of all committees shall be appointed by the President and approved by the Board of Directors unless otherwise specified in these Bylaws.
- d. All standing committees and subcommittees shall be composed of any number of members with the duties and responsibilities involved unless otherwise specified in these Bylaws.
- e. The length of term shall be determined by the Board of Directors, if not stated in these Bylaws.
- f. All subcommittees shall work with their respective committee and submit annual reports accordingly.

### **Section 3. Composition, Duties and Appointments:**

#### **A. Advisory Committee:**

The Advisory Committee shall consist of five (5) members and shall be appointed annually by the President. The President shall give this committee the charge to study controversial and complex problems faced by the organization and offer advice for action by the Board of Directors. The committee may also advise the Board on any matter that in their opinion requires action to improve the overall function and services of the organization.

**B. Finance Committee**

The Finance Committee shall be chaired by the Treasurer and shall consist of four (4) other members, including the Treasurer, Vice President, one Director at Large and one member at large selected from the membership. Duties shall be, but not limited to: overseeing the financial affairs of the organization including dues, income, non-dues revenue, accounts payable and receivables, investments.

1. All checks and demands for money shall be co-signed by the President and the Treasurer or any other person designated by the Board of Directors.
2. All funds of the organization shall be deposited in a bank or banks designated by the Board of directors.
3. The Board shall annually direct the officers to engage an independent public accountant to audit the accounts of the organization

**C. The Bylaws Committee:**

The Bylaws Committee shall consist of three (3) members appointed by the President. The appointments shall be for a two (2) year period, with one new member to be appointed each year. One member will act as Committee Chair. This committee shall hear, act upon, draft and submit a proposal of all proposed amendments to the Bylaws.

**D. Executive Committee:**

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. This committee shall oversee the activities and functions of all other committees and subcommittees. It shall set the agenda for the Board of Directors and refer matters to the Board for consideration and recommendations.

**E. Historical Committee:**

Appointed by the President, this committee shall consist of three (3) members at large whose duties will be to document and record the history of the organization. Term of office shall be three (3) years.

**F. Membership Committee:**

The Membership Committee shall consist of three (3) members appointed from the members at large by the President. The Secretary shall serve as an ex officio member of this committee. The Chairperson of this committee will serve as the ex officio member in the following year. The term of service for this committee is two (2) years with a new member being appointed each year. It shall be the duty of this committee to investigate and report on the qualifications of applicants for membership, annual dues for members, follow up to ensure the payment of dues, seek volunteers and assign representatives to regions (eg. Indiana, Missouri, Minnesota, etc) to solicit new members; send out membership information including Bylaws to potential members, and to maintain up to date roster and report progress at general meetings.

**G. Program Committee:**

The Program Committee shall consist of members appointed by the President in consultation with the Vice President. The Vice President shall be the Chairperson. This committee shall prepare the program for each stated meeting and events, including general meetings, an annual Easter Egg Hunt, Mother's Day Brunch, Memorial Day Domino Tournament, Father's Day Breakfast, a Fourth of July picnic, Labor Day event, Halloween or Masquerade Ball, Thanksgiving breakfast, children's Christmas party and New Years Eve Ball, The Chairperson of this committee shall consult with the Executive committee on the formation of subcommittees to assist in the planning, implementation and execution of events as necessary. This committee shall develop a budget for each event and present the budget to the Board of Directors for approval.

**H. Public Relations Committee:**

The committee shall assist with the coordination of plans for visiting dignitaries, local and state officials, members of the organization and those organizations associated with CAMA are contacted and visited when ill and/or in need of support, send flowers and cards where appropriate; advise the Board of Directors of illness, deaths and other personal tragedies; assist with meeting and greeting guests at social events and develop and distribute a quarterly newsletter via U.S.P.S. or electronically via email.

**I. Scholarship Committee:**

This committee shall consist of three (3) members appointed by the President from the membership at large. The Chairperson of this committee shall be appointed by the President. The appointment of this committee shall be for a three (3) year term with one new member appointed each year. This committee shall review criteria developed for evaluating and awarding scholarships and recommend changes to the Board of Directors as appropriate; evaluate requests for scholarships and recommend awards to the Board of Directors; seek to increase the scholarship fund through fund-raising activities. This committee shall develop a budget for each event and present the budget to the Board of Directors for approval.

**J. Ways and Means Committee:**

This committee shall develop way and means to raise funds to cover operating expenses, expenses for other activities and to formulate a plan to increase the scholarship fund by ten (10) percent annually.

**K. Nominating Committee:**

This committee shall consist of five (5) members. The Immediate Past president shall be the automatic member and shall serve as Chairpersons of the committee. Two (2) of the members will be elected by the Board of Directors and two (2) at large members will be elected by the membership. These elections will take place at the last meeting of the calendar year. The terms will be staggered so that only two (2) will be each year: one by

the Board, and one at large member by the membership with each serving a two-year term. Members of the Nominating Committee are not eligible for nomination to office during their term on the committee. This committee shall meet and place names in nomination at the general meeting prior to the general meeting at which the election take place.

**L. Ad Hoc/Subcommittee:**

The President with the approval of the Board of Directors may create additional Ad Hoc or special subcommittees as needed. The composition and activities of these committees will be determined by the Board. The Board will recommend necessary budget allocations for such committees. The President, at the end of his/her term and with the approval of the Board, shall disband Ad Hoc or special subcommittee that have completed their task or have become inactive.

## **Article 6 – Miscellaneous Guidelines**

### **Section 1. In Good Standing:**

Active or associate members whose dues and assessment for the current year have been paid on or before August 1<sup>st</sup> and who is not under discipline or suspension shall be in good standing.

### **Section 2. Gender Clarification:**

Throughout these Bylaws the “he” and “his” and the noun “Chairman” are used in deference to gender and shall imply either man or woman.

### **Section 3. Parliamentary Authority:**

All meetings of the membership shall be conducted in accordance with the procedures prescribed by "Roberts Rules of Order" provided that in the event of a conflict the provisions of these By-Laws shall prevail.

### **Section 4. Records and other Documents:**

The all records and documents created for the use of this organization to aid in the conduction of business, becomes the sole property of this organization and shall not be sold, distributed for sale or used for profit without the expressed written consent of the creator and/or approval of the Board of Directors. The Board of Directors may give consideration to requests for mailing of announcements by members or others and may charge a fee for such service.

## **Article 7 – Organization’s Office Records and Seal**

### **Section 1. Principal Office:**

The principal office for the transaction of business of this organization shall be in the County of Cook, State of Illinois. The organization may also have an office at other such places within the Midwest as the Board of Directors may establish. The organization shall also maintain a phone line at the home of the President.

### **Section 2. Keeping Records**

The organization shall keep adequate and correct records of accounts and minutes of proceedings of its members, Board of Directors and committees of the Board. The organization shall also keep a record of its membership, giving their names and address and the class of membership held by each. The minutes shall be kept and written on electronic data record form. Other books and records shall be kept in either written form or electronic data form.

**Section 3. Corporate Seal:**

The Board of Directors shall adapt a corporate seal. The Secretary of the organization shall have custody of the seal and affix it as appropriate to the organization's documents. Failure to affix the seal does not however affect the validity of the instrument.

**Section 4. Official Statements for the Organization:**

Only the President with the approval of the Board of the Directors is authorized to make and an official statement about the organization. No member of the organization can solicit or engage in any business activities on behalf of the organization without the prior approval of the Board of Directors.



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- [Illinois](#): Old Northwest, Ohio River and Great Lakes state
- [Indiana](#): Old Northwest, Ohio River and Great Lakes state
- [Iowa](#): Louisiana Purchase
- [Kansas](#): Louisiana Purchase, Great Plains state
- [Michigan](#): Old Northwest, and Great Lakes state
- [Minnesota](#): Old Northwest, and Great Lakes state; western part Louisiana Purchase
- [Missouri](#): Louisiana Purchase
- [Nebraska](#): Louisiana Purchase, Great Plains state
- [North Dakota](#): Louisiana Purchase, Great Plains state
- [Ohio](#): Old Northwest (Historic [Connecticut Western Reserve](#)), Ohio River and Eastern Great Lakes state. Also a Northeastern Appalachian state in the SE.
- [South Dakota](#): Louisiana Purchase, Great Plains state
- [Wisconsin](#): Old Northwest, and Great Lakes state

[Chicago](#) is the largest city in the region and the third largest in the nation; other important cities in the regions include [Cleveland](#), [Columbus](#), [Indianapolis](#), [Detroit](#), [St. Louis](#), [Kansas City](#), [Cincinnati](#), [Milwaukee](#), [Minneapolis](#) and [St. Paul](#). Small cities and farming areas in Kansas, Iowa, and Nebraska loom an imaginative description of the traditional Midwestern soul.