



L'ASSOCIATION JAMAÏCAINE DE MONTREAL INC.

JAMAICA ASSOCIATION OF MONTREAL INC.

4065 Jean-Talon Ouest, Montréal, Québec, H4P 1W6 * Tel: 514-737-8229 * Fax: 514-737-4861

**IMPROVING OUR BY-LAWS FOR BETTER GOVERNANCE
DISCUSSION AND FEEDBACK FROM MEMBERS
JANUARY 2026**

PURPOSE

In 2021, JAM Members approved major amendments to their by-laws, the internal rules by which Members wish to see their organization governed. Since that time, as the Association has grown and evolved, Members have identified certain areas where issues have arisen as a result of either lack of clarity in the by-laws or specific requirements set out in the by-laws which may not be working effectively. This meeting is to discuss these issues and opportunities and receive feedback from the membership as to what changes they would like to have put into place.

KEY ISSUES

1. Limitation on terms for Officers

Every year, at the AGM, the Members elect Directors at Large as well as directors identified to serve as Officers. To ensure continuity and consistency, under the current by-laws, Officers are elected for a 2-year term and Directors at Large are elected for a 1-year term. Directors at Large can serve unlimited number of 1-year terms, but Officers can only serve for a maximum of 3 consecutive terms (6 years) and then have to leave office for at least 1 year until they can be re-elected (either as a Director or an Officer).

Issue:

At the most recent election, the Office of President was open and the membership wished to elect a current Officer who had already served as President for terms adding to 6 years. Nevertheless, the individual had to step down and could not run again for re-election even if the membership wishes this person to continue to hold office.

Proposed Solutions:

I. By-law changed to allow Officers to fill any particular office for up to 6 years (provided they are elected by the Members every 2 years) and then after a 1 year absence, be able to be elected for any other Office for up to 6 years.

II. Officers hold office for a 2-year term and can be eligible for re-election to any office with no term limits.



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2. Annual Elections for Directors at Large

Issue:

Under the current by-laws, every year there is an election of 4 Directors at Large, and depending on the year, the election of 2 or 3 Officers. In the 2024 elections, the terms of the Directors at large were changed to two years to be in line with those of the Officers to ensure continuity and minimize the impact of 'musical chairs' on the Board.

However, this change needs to be embedded in the by-laws to be part of the ongoing rules.

Proposed Solutions:

I. Change by-laws so that Directors at Large sit for a 2-year term than can be **elected** with no term limits.

II. Leave term at 1 year for Directors at Large.

3. Related Board Members

The current by-laws state: Members of the Board should be independent and impartial parties who do not reside in the same household, are close relatives, or who are married shall abide by their duty of loyalty to the Corporation and ensure they are free from any conflict of interest when participating in Board decisions.

Issue:

The Montreal Jamaican community is closely knit which is a major benefit to the capacity of JAM to fulfill its purpose. However, Members have raised concerns about the impact of having board Members who are closely related having a perceived or actual negative impact on the capacity of the board to make decisions untainted by self-interest. From a governance view, the board should strive to have as many independent voices and views as possible to ensure effective and conflict free decisions are made. The fact of 2 closely related individuals on the board would imply that they are likely to be speaking with 1 voice to the potential detriment of the board's decision-making. The current by-law is too vague and needs to be very clear as to how board Members can be related to each other.



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Potential Solutions:

I. Board Members, including Officers, shall be independent of each other. Independence is:

- a. Not residing in the same household
- b. Not married or in a common-law relationship
- c. Not a parent, spouse, sibling or first cousin

II. Members of the Board should be independent and impartial parties who do not:

- a. Reside in the same household,
- b. Are close relatives (wife, husband, sister, brother, cousins)
- c. Are married

4. Role of current board Members standing for re-election during the nomination process

Issue:

There is confusion in the minds of some that during nomination, the person who wants to run for a position must resign their role immediately and cease all activity as it pertains to the Association. The law and the by-laws are very clear: a director must fulfill their duties and responsibilities until their next election or unless they resign. The full board must be engaged in its supervision and oversight of the organization all the time. If directors standing for re-election could not participate fully on the board during a 'nominations hiatus', the board would be reduced to only 3 or 4 Members and be incapable of responsibly fulfilling its duties. That is why the law ensures that there is always a full board.

Proposed Solution:

I. Ensure that the Nominations Policy and process is very clear that board Members must stay active during the nominations process to fulfill their board responsibilities, but do not take advantage of their position as a director or Officer to campaign unfairly.

These issues and opportunities will be presented at the meeting of Members of January 24, 2026. Members will be provided an opportunity to seek clarification and ask questions. The Members will then be surveyed for their preferences. The survey results will be published and the next step will be for the Board of Directors to present amended by-laws to the membership at a special meeting for their approval.