



CONSTITUTION AND BY-LAWS of the CANADIAN ETHNIC MEDIA ASSOCIATION

PREAMBLE

We, the Directors of the Canadian Ethnic Media Association, also referred to herein as “CEMA,” or “organization”, which is aimed as a resource for members of Canada’s ethnic media, and registered under Letters Patent granted by the Province of Ontario on November 21, 1984 (as amended January 31, 2006), have this day voluntarily gathered ourselves for the purpose of formalizing a Constitution and By-Laws, pursuant to the same statute of principles, which, for the last 28 years, has governed the affairs of our organization.

AND WE DO HEREBY CERTIFY THAT:

ARTICLE I NAME AND DOMICILE

- Section 1.** The name of this non-profit corporation shall be the “Canadian Ethnic Media Association”, also referred to as “CEMA”;
- Section 2.** That the corporation’s principal office is located in Toronto, Ontario, specifically at 24 Tarlton Road, Toronto, Ontario M5P 2M4.

ARTICLE II AIMS AND OBJECTIVES

- Section 1.** The primary objective of CEMA is to serve as a resource for members of Canada’s ethnic media, which is defined here as those media in print, radio, television media, or internet, in any language dedicated to the provision of news and other information of specific interest to, and concerning an ethnocultural group, or groups, including special sections or programs carried by mainstream media for the same purpose; and freelance writers whose work in fact or fiction has been published. PROVIDED THAT the term “resource” shall be interpreted to include:
- (a) The promotion and preservation of the value to Canada of the ethnic media in creating an understanding of Canada and Canadian citizenship, and the retention of cultural links with countries of origin;
 - (b) The promotion of multiculturalism and the preservation of multilingual media;
 - (c) The organization of special events and projects aimed at advancing an understanding of Canada’s cultural diversity, including the presentation of annual awards as defined in our By-Laws;
 - (d) The provision of opportunities for the exchange of ideas, including professional and social contact among members;

- (e) To co-operate with, or coalesce with similar groups in other parts of Canada, which share the principles being espoused by CEMA, including use of our corporate name, such as those of the Canadian Ethnic Media Association (British Columbia), provided that such groups opting to use our name may conduct their affairs autonomously;

PROVIDED THAT, while CEMA may, at the discretion of its Board of Directors, officially endorse an expression of opinion in the interest of any, or all of the above items, CEMA's activities shall expressly exclude direct approach by the organization to federal, provincial and municipal governments for funding either of CEMA, or of members' publications, or programs, or other special favours, generally accepted as lobbying on behalf of special interests. PROVIDED FURTHER, that CEMA shall not act as an agency to negotiate contracts or agreements with potential advertisers in ethnic media. PROVIDED FURTHERMORE, that there is nothing herein that limits the individual right of members to engage in such activities on behalf of their own personal interests.

- Section 2.** Generally, to do and perform those various acts and things which are necessary, proper and incidental to the purposes hereinabove defined, and those acts, or things, which are legally inherent in the powers of corporations organized under the laws of Canada.

ARTICLE III NATURE OF THE ORGANIZATION

- Section 1.** CEMA shall operate as a non-profit organization and its Board of Directors shall serve without remuneration. No director or member of the organization shall, directly or indirectly, receive any money, or other gain, from his/her position with the exception of reasonable out-of-pocket expenses that may be incurred in the performance of his/her duties.

ARTICLE IV MEMBERSHIP

Section 1. Membership in CEMA shall be granted to persons in the following categories:

- (a) **ACTIVE (Voting Membership):** Any person receiving regular remuneration for his/her work in the fields of journalism, news presentation, program direction and production, and creative writing, and who meets the conditions embodied in Section 1, Article II hereof; likewise, any person who edits a regular bulletin or newsletter on interracial, intercultural relations for a non-profit organization.

Fee for membership in the Active (Voting Membership) Category is \$25 per annum, due on January 1st of each year.

- (b) **ASSOCIATE (Non-Voting Membership):** Any person working in related fields such as public relations, or ethnic contacts in non-profit, or for-profit organizations. Fee: \$30 per annum;

- (c) **STUDENT (Non-Voting MEMBERSHIP):** Any student enrolled in journalism classes, or school/internee programs, involving the creation of intercultural, interracial relations. Fee: \$15 per annum

- (d) **NON-RESIDENT (Voting Membership):** Any person eligible for Active Membership,

but living outside the Greater Toronto Area. Fee: \$15 per annum.

Section 2. Membership Fees and Dues:

Membership Fees for the ensuing year shall be billed annually starting the first day of September of the current year, and payable by no later than January 1st of the succeeding year. Voting members whose fees are unpaid by this date shall not be eligible to vote at a general meeting of CEMA, nor shall they be notified of any CEMA meetings and events thereafter, until these fees are paid.

The membership fees shall, from time to time, be determined upon by a majority vote of the Board of Directors.

Section 3. Obligations of Members:

All members shall:

- 1) Uphold the Constitution and By-Laws, policies and rules of CEMA;
- 2) Abide by the decisions of any duly constituted body of the organization;
- 3) Pay all accounts due the organization;
- 4) Members are also bound by a Code of Ethics governing membership in CEMA, thus, are expected to respect the Canadian Charter of Rights and Freedoms, the Canadian Multiculturalism Act and federal, provincial or municipal laws that promote understanding and respect for the diverse cultures that exist side by side in Canada. Members are expected to refrain from writing, or broadcast disparaging to any ethno-cultural group domiciled in Canada;
- 5) Attend scheduled meetings if able to do so. Whenever possible, CEMA shall hold meetings during the months of February, March, April, May, September, October and November. These meetings shall feature speakers and events of interest to members at a location deemed convenient to the general membership;
- 6) Take active participation in all activities of the organization. CEMA shall, as opportunities emerge, offer to its members special events, such as field trips, for their consideration;

CEMA shall also hold, in June of each year, an Awards Ceremony to present up to eight (8) achievement awards, and the Sierhey Khmara Ziniak Award. Likewise, CEMA shall hold an annual Season's Dinner in late November or early December, as a celebratory occasion.

Section 4. Rights of Members:

All members shall have the right to:

- 1) Vote and be voted upon to office subject to the limitations as provided for in these By-Laws;
- 2) Access to the books of accounts of the organization at any reasonable time, and,
- 3) All benefits extended by the organization in accordance with the policies set by the Board of Directors.

Section 5. Termination of Membership

Membership may be terminated by:

- 1) Resignation filed in writing with the Board of Directors;
- 2) Conduct unbecoming which unfavorably affect the integrity and good image of the organization;
- 3) Unauthorized use of the name of the organization;
- 4) Conviction of a serious or grave offence under the laws of the Province, or of the country, including violation of the obligations of members as defined in Section 3 of this article.
- 5) Repeated, and unreasonable failure to fulfill his/her duties; and,
- 6) Abuse of authority.

Section 6. Manner of Expulsion

No member shall be expelled from CEMA without due process, and only after an investigation is conducted by the Board of Directors, or by a committee formed by the Board for such purpose. The decision of the Board, or such Committee, shall be final.

ARTICLE V BOARD OF DIRECTORS

Section 1. Duties of the Board of Directors

- 1) Led by a Chairperson, the affairs of CEMA shall be managed by a Board of Directors, each of whom, at the time of his/ her election, and throughout his/her term of office, shall maintain his/her membership in good standing;
- 2) The Board of Directors may engage the organization to do all acts and things that its own charter allows it to do, including those acts and things that the general laws governing corporations grant it.

Section 2. Composition and Term of Office

- 1) The Board of Directors shall not exceed 15 members, who will include the Chairperson of the Board, President, First Vice-President, Second Vice President, Treasurer, Secretary, Membership Chairperson and Events Chairperson;
- 2) The position of Chairperson of the Board shall be made available to Madeline Ziniak, for as long as she wishes, being a direct descendant of, and to honour CEMA Founder, Sierhey Khmara Ziniak.
- 3) The Immediate Past President of the organization will also serve in the board, subject to his, or her, acceptance;
- 4) Prior to the biennial General Meeting, the Board shall present to members a slate of nominees, stipulating that members may propose a person, other than one included

in the slate. No CEMA member shall be nominated without his/her acceptance of such nomination;

- 5) The Board shall be appointed to serve for a term of at least two years.

Section 3. Vacancies:

Vacancies in the board shall be filled through a nomination during a meeting of the Board of Directors, majority of whom present in a quorum, voting for such nominee. PROVIDED that such nominee accepts his/her appointment; PROVIDED FURTHER that the nominee, after his/her acceptance, shall only serve the un-expired portion of the two-year term of office, but he/she may run for another term at the next biennial General Meeting.

Section 4. Meetings

- 1) The Board of Directors shall not transact any business at a meeting of directors, unless a quorum is present, which is a simple majority, or 50% plus one (1) of all members of the Board.
- 2) The Board of Directors shall meet from time to time at such place, at such time, and on such day as the Board Chair, the President, or a Vice President, who is a Director, or any two (2) directors may determine, and the Secretary shall call meetings when directed, or authorized by the Board Chairperson, President, or Vice President, who is a Director, or any two (2) directors.
- 3) Notice of every meeting called in accord with Section 2 above shall be given to each director not less than 48 hours before the time when the meeting is to be held. Such notice shall specify the general nature of any business to be discussed, or transacted, except that no notice shall be necessary if all the directors are present, and do not object 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.

It shall be the duty of a Director, who was given notice of such meetings, to attend the same. If such Director is not able to attend the meeting, he/she must notify the Chairperson of the Board, President, or Secretary, or any person who has given notice of such meeting. A Director who fails to attend three consecutive meetings of the Board must give good reasons for his/her failure. Any Director who, without good, or valid reasons for his/her three consecutive absences during the last three meetings of the Board is encouraged to review his/her performance, or contributions to the board and decide whether his/her continuous service as a Director is to the best interest of CEMA. PROVIDED THAT any member of the board, on motion, before the body, and before a meeting of the board, with due notice to the Director concerned may move for the expulsion of such Absentee Director; PROVIDED FURTHER that the Absentee Director, if he/she decides may appeal his/her case before the board, who will decide during a meeting called for the purpose, among other items that may be included in the agenda.

- 4) Questions arising at any meeting of the board shall be decided by a majority vote. The Board Chair, or any presiding director may vote on all matters.

Section 5. Qualifications of a Board Member

- 1) Must be a Canadian citizen, or Permanent Resident with no criminal record;

- 2) Must be a member of Canada's ethnic media as defined in Section 1, Article II hereof; PROVIDED that he/she must be a member in good standing with CEMA; PROVIDED FURTHER that he/she must not be a member of, or affiliated with, any group, or organization, whose purposes, or objectives are in conflict with the purposes or objectives of CEMA.

Section 6. Duties of the Chairperson of the Board

- 1) Chair all meetings of the Board, or upon his, or her direction, may appoint the President of the Club to chair such meetings, in a manner that takes full advantage of the expertise and experience that each director has to offer.
- 2) In collaboration with the President, establish an agenda for each Board meeting, which covers all matters that should come before the Board in the proper exercise of its duties.
- 3) To preserve order at all times and to endeavor to conduct all business before the Board with propriety and dispatch;
- 4) To perform such other duties as may be prescribed by law, or by action of the Board.
- 5) The Chairperson may, or upon his, or her direction, ask the President to, call special, or emergency meetings of the Board.
- 6) The Chairperson shall sign, with the President, any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board, or by these By-laws to some other officer, or agent of CEMA, or shall be required by law to be otherwise signed or executed;
- 7) In general, perform all duties incident to the office of Chairperson of the Board and such other duties as may be prescribed by the Board from time to time.
- 8) The chair may vote with the other members on all questions.

ARTICLE VI OFFICERS

Section 1. Appointed Officers

The Directors of CEMA may, from time to time, designate the offices of the organization, appoint officers, specify their duties and delegate to them powers to manage the business and affairs of the organization. A Director may be appointed to any office of CEMA. Two or more offices, of the organization may be held by one person. In the absence of a written agreement to the contrary, the board of directors may remove at its pleasure any officer of the corporation.

Section 2. President

The President shall, when present, preside at all General Membership meetings, and, when directed by the Chairperson of the Board, meetings of the Board of Directors, and shall be charged with the general supervision of the business and affairs of CEMA.

Section 3. Vice Presidents

CEMA has two (2) Vice Presidents, designated as First Vice President and Second Vice President. During the absence or inability of the President, his/ her duties may be performed and his/her powers may be exercised by, firstly, the 1st Vice President; or in the latter's absence, or inability, the 2nd Vice President. The 1st and/or 2nd Vice President/s shall also perform such duties and exercise such powers as the President may, from time to time, delegate to him/her, or the Board may prescribe.

Section 4. Secretary

The Secretary shall give, or cause to give, all notices required to be given to directors, and/or members; he/she shall attend meetings of the directors, and/or general members, and shall enter in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp, or mechanical device generally used for affixing the corporate seal of the organization, and of all books, papers, records, documents and other instruments belonging to the organization; he shall perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 5. Treasurer

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the organization and, under the direction of the Board of Directors, shall control the deposit of money, the safekeeping of securities and the disbursements of funds of the organization; he/she shall render to the Board of Directors at the meetings thereof, or whenever required, an account of all his/her transactions as Treasurer and of the financial position of the organization; he/she shall perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 6. Other Officers

The duties of other officers of the organization shall be such as the terms of their engagement call for, or the Board of Directors requires of them. Any of the powers and duties of an officer to whom an Assistant has been appointed may be exercised and performed by such Assistant, unless the Board of Directors otherwise directs.

Section 7. Variation of Duties.

From time to time, the Board may vary, add, or limit the powers and duties of any officer, or officers.

Section 8. Agents, Attorneys, Committees

The Board of Directors shall have power, from time to time, to appoint agents, or attorneys, or committees in, or out of Canada with such powers of management, or otherwise (including the power to sub-delegate) as may be thought fit.

ARTICLE VII AMENDMENTS

Section 1. Initiative

Amendments to any of the provision of this Constitution and By-Laws shall be initiated by the Board of Directors, or members of the organization. A Committee on Constitution and By-Laws, as may be formed upon appointment by the Board of Directors, shall be responsible for the phraseology, editing and style thereof.

Section 2. Vote Requirements

A two-thirds (2/3) vote of those present in the meeting called for the purpose shall ratify the amendments.

Section 3. Effectivity

Any amendment takes effect immediately upon approval, unless otherwise specified.

ARTICLE VIII DISSOLUTION

Section 1. Requirement

CEMA may be dissolved by a three-fourth (3/4) vote of all members in good standing present at a meeting called for the purpose.

Section 2. Disposition of Funds, Properties, Records and Assets

Upon its dissolution, all funds, properties and other assets of CEMA shall be donated to any non-profit organization that the Board of Directors, at a meeting, may designate, and approved by the general membership. Records and other documents may be deposited with a government archive, or a non-profit organization expressing interest to keep the same.

Section 3. Procedure

Notices of dissolution shall be sent to proper government agencies accompanied by the corresponding resolution and its confirmation of dissolution signed by the Chairperson of the Board and the Secretary.

ARTICLE IX INTERPRETATION

In case doubt arises as to the true meaning of any provision in this Constitution and By-Laws, the same shall be interpreted in favour of the best interests of the Canadian Ethnic Media Association.

If any provision embodied herein is contrary to laws governing non-profit corporations, only such provision shall be rendered as inoperative and does not affect the entire document that are, otherwise, not contrary to laws governing non-profit corporations.

PASSED the 31st day of January 2006.

WITNESS the corporate seal of the Canadian Ethnic Media Association, and certifying that the foregoing document consisting of nine (9) pages, including this page, is the true and correct copy of the Constitution and By-Laws of CEMA.

Ben Viccari
President

Ace Alvarez
Secretary