CONSTITUTION OF

THE ASSOCIATION OF AFRICAN AGRICULTURAL PROFESSIONALS IN THE DIASPORA (AAAPD)

PENDING ADOPTION

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Head Offices
USA and Canada
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CONSTITUTION AND BYLAWS OF THE ASSOCIATION OF AFRICAN AGRICULTURAL PROFESSIONALS IN THE DIASPORA (AAAPD)

ARTICLE 1 NAME

The name of this organization shall be: Association of African Agricultural Professionals in the Diaspora (AAAPD).

ARTICLE 2 OBJECTIVES

2.1 The purpose of this organization shall be: (i) to strengthen human and institutional capacity of African agricultural institutions to better serve smallholder farmers; (ii) to catalyze Africa’s agricultural transformation and facilitate technology exchange, increased investment, and policy dialogue that benefits smallholder farmers; (iii) to foster linkages among African agricultural professionals in the Diaspora and with institutions working in Africa to transform African agriculture into an economically diverse, vibrant sector, thereby fostering the elimination of hunger and poverty and bringing prosperity to the continent.

2.2 For the purposes set out in paragraph 1 of this Article, the Association’s specific objectives shall be:

2.2.1 To build a strong network of African agricultural professionals, including scientists and businesses, in the African Diaspora and strengthen institutional relations with African public, private and civil sectors with a singular mission of providing support and expertise to strengthen Africa’s agricultural research, extension, and training (RET) institutions.

2.2.2 To build relationships and work closely with key African organizations and facilitate information exchange, technology transfer and resource mobilization to benefit smallholder farmers and rural businesses in Africa.

2.2.3 To identify and work with strategic public, private and civil sector partner institutions around the world, starting in North America, and build linkages between them and African agricultural institutions to, inter alia, facilitate collaborative research, mobilize resources, create staff exchange programs, strengthen curriculum and instruction development, establish peer research review mechanisms, etc.
ARTICLE 3 INCORPORATION

3.1 Corporate Status

This organization is a non profit corporation registered in Canada and the United States of America.

3.2 Corporate Uniqueness

AAAPD is distinguished by its unique combination of core competencies, expertise, and experience: highly qualified agricultural professionals with experience of African and international agriculture and a unique insight into the socio-cultural drivers of African society; practical knowledge and understanding of the knowledge economy and demonstrated ability to transform and apply this knowledge in value creation for African development; solid foundation for developing global knowledge networks beginning with existing personal and institutional connections; proven international experience in diverse and multicultural milieu.

3.3 Corporate Dissolution

3.3.1 Liquidation, dissolution, or winding-up. In the event of liquidation, dissolution, or winding-up of the Association, whether voluntary, involuntary, or by operation of law, any disposition made of the assets of the corporation shall be such as is calculated by the executive board exclusively to carry out the purposes for which the corporation is formed.

3.3.2 Net earnings. No part of the net earnings of the Association may inure to the benefit of members thereof, and the corporation shall be operated as a non profit organization.

ARTICLE 4 MEMBERSHIP

4.1 Membership Benefits: AAAPD members have a great opportunity to play a direct role in the development of the African continent. Members achieve this through direct participation in a wide range of Association activities including the following:
4.1.1 Engaging with African institutions in agricultural education, research and extension, analysis, information dissemination, and networking;

4.1.2 Participating in activities that promote training in agriculture and related sciences in secondary and tertiary institutions such as enhancing curriculum development, serving as instructors, and conducting collaborative research in cooperation with compatriots in Africa;

4.1.3 Pursuing professional development opportunities including sabbatical and research opportunities in Africa;

4.1.4 Conducting collaborative mission oriented and problem solving research in Africa in cooperation with African counterparts;

4.1.5 Serving as editorial experts, and developing information dissemination, including the launching of research and extension journals as vehicles for knowledge, technology transfer, and commercialization;

4.1.6 Serving as resource persons and technical experts for smallholder farmers;

4.1.7 Participating as AAAPD representatives in regional and continental institutions such as the African Union (AU), The New Partnership for Africa's Development (NEPAD), Southern African Development Community (SADC), The United Nations Economic Commission for Africa (ECA), The Economic Community Of West African States (ECOWAS), *inter alia*, to influence policy direction in agricultural development towards promoting sustainable livelihoods;

4.1.8 Serving on various Standing Committees of the Association;

4.1.9 Attending workshops, conferences, and seminars organized by the Association.

**4.2 Membership Eligibility:** Membership of the Association shall be open to all African agricultural professionals and others in Diaspora, as well as any individual or entity interested in the purpose of the AAAPD. Membership of the Association shall be acquired in accordance with the provisions of this Constitution and by paying dues as prescribed.
4.3 **Members Categories.** The classes of membership in the Association shall include: a) Individual membership; b) Family membership; c) Student Membership; d) Institutional membership; d) Honorary membership; e) Retired Membership; f) Sustaining Membership; and such other classes as may be established by the AAAPD Board of Directors. The conditions for each class of membership shall be prescribed in the by-laws.

4.3.1 **Individual Member:** An individual in the African Diaspora who is interested in AAAPD and its aims and objectives. Individual members shall have the full rights and privileges of membership and are eligible to vote and to hold office in the Association.

4.3.2 **Student Member:** A person who is a student currently enrolled in a recognized academic institution who does not hold an academic appointment and who is interested in AAAPD and its aims and objectives. Student members must become Members when eligible or be dropped from membership. Individuals may be classified at the Student level for no more than 8 years. The Student Member shall have all the rights and privileges of membership but shall have no vote.

4.3.3 **Family Membership:** Any two adults in the same household shall be eligible for full membership in the Association. However, in the event of publications, they may only receive one set of publications.

4.3.4 **Retired:** A person who has been a member of the Association in good standing for at least 25 years and no longer works on a full-time basis for remuneration. The Retired Member shall have all the rights and privileges of membership.

4.3.5 **Honorary Membership:** The Association and Divisions may elect as Honorary Members persons who are not members of the Association. Honorary Members shall normally be selected on the basis of the candidate’s significant contribution to, or support of, AAAPD aims and objectives.

4.3.5.1 One Honorary Membership may be bestowed each year by unanimous recommendation of the three most recent living Past Presidents of the Association. Such Honorary Members shall have all the rights and privileges of membership.

4.3.5.2 Honorary Membership shall not be conferred posthumously.
4.3.6 **Institutional Membership:** Any educational institution, research institution or centre, government agency, or industry engaged in African economic development shall be eligible for membership in the Association, subject to their credentials being acceptable and subject to the limitations of constitution of AAAPD. On payment of Institutional dues, each institution will be entitled to one membership within the Association, subject to the limitations of the constitution of AAAPD.

4.3.7 **Sustaining Membership:** Sustaining members shall be companies, organizations or persons who are interested in the objectives of AAAPD. Sustaining Membership provides organizations and corporations the opportunity to partner themselves with AAAPD in support of African agricultural development. Sustaining members are entitled to special services as determined by the AAAPD Board of Directors. Sustaining members are classified in terms of their donations to AAAPD as defined in the categories below:

4.3.7.1 **Gold Sustaining Membership: $5,000**
This category has the following benefits:

- The company or organization shall designate three individuals from within the company or organization to receive Memberships with full benefits;
- Free exhibit booth at the AAAPD Annual Meeting
- Company profile printed in all AAAPD publications, conferences, workshops, and brochures, and major announcements

4.3.7.2 **Silver Sustaining Membership: $2,500**
This category has the following benefits:

- The company or organization shall designate two individuals from within the company or organization to receive Memberships with full benefits;
- $500 discount on exhibit booth at the AAAPD Annual Meeting
- Company profile printed in all AAAPD publications, conferences, workshops, and brochures.

4.3.7.3 **Sustaining Membership: $1,000**
This category has the following benefits:

- The company or organization shall designate one individual from within the company or organization to receive Memberships with full benefits;
- $350 discount on exhibit booth at the AAAPD Annual Meeting
• Company profile printed in all AAAPD conference announcements

4.4 **Membership Application.** All applications for individual membership shall be approved by the Membership and Recruitment Committee on a periodic basis. New members may immediately receive a probationary membership upon submission of application and payment, and will become official members upon review of their application.

4.5 **Activation of Membership.** Any individual eligible for membership under the Constitution and Bylaws and whose membership credentials have been found acceptable shall become a member of the Association. Applications may be approved by the Membership and Recruitment Committee on a periodic basis. New members may immediately receive a probationary membership upon submission of application and payment, and will become official members upon review of their application.

4.6 **Resignation of Members.** Any member may at any time file his or her resignation in writing with the Office of the Association, which resignation shall become effective as of the date received by the office.

4.7 **Suspension, Termination, or Inactivation.** The executive board may terminate the membership of any member for any other reasonable cause shown.

4.7.1 Membership may be terminated automatically by a member upon delivery of a formal notice of resignation to the Executive Director.

4.7.2 Membership is temporarily inactivated after 90 days of non-payment of dues.

4.7.3 Members on the inactive list shall not be entitled to member entitlements and will not receive publications of AAAPD.

4.7.4 As a courtesy, members on the inactive list will continue to receive email announcements about AAAPD activities, but only at the discretion of the AAAPD Board of Directors which reserves the right to terminate this service as it deems necessary.

4.8 **Rights.** Rights of membership shall not be affected if a member is excused from paying dues.
4.9 Cessation of Property Interest. All right, title, and interest, both legal and equitable, of any member in and to the property of the Association shall cease in the event of termination of membership or resignation.

ARTICLE 5 REGIONS

5.1 Regional Organizations. AAAPD mainly draws its membership from African agricultural professionals in Diaspora including USA, Canada, Europe, Asia, and other regions of the world. In order to expedite the efficient organization and integration of membership and delivery of AAAPD activities, the AAAPD Board of Directors, with the approval of the AAAPD General Assembly, may organize its operations into Regions. Each region shall operate exclusively under the authority and seal of AAAPD.

5.2 Regional Management. The affairs of any Region so formed shall be managed in conformity with the Constitution and Bylaws of AAAPD.

5.3 Suspension or Revocation of Regions. The AAAPD Board of Directors has the authority to approve, revoke, or suspend a region for any reasonable cause including non-maintenance of a minimum number of members required for formation of a region; failure to hold a meeting for two consecutive years; failure by a region to report its activities and its membership to the AAAPD Board of Directors; non-compliance with AAAPD Constitution; or for other good cause shown.

ARTICLE 6 GOVERNANCE

6.1 AAAPD General Assembly

6.1.1 Definition: The AAAPD General Assembly refers to the open general assembly or conference of all AAAPD members as defined in Article 4 of this constitution, i.e., individual members, family members, student members, institutional members, honorary members, retired members, and such other classes as may be established by the AAAPD Board of Directors.

6.1.2 General Assembly Meetings: The General Assembly or Conference shall be convened at least once every year

6.1.3 Functions of the General Assembly
6.1.3.1  To receive and ratify the annual reports from the AAAPD Board of Directors
6.1.3.2  To receive and ratify the annual financial reports from the AAAPD Board of Directors
6.1.3.3  To ratify recommended amendments to the constitution.

6.1.4 General Assembly Decision-Making: Only duly appointed delegates of paid-up affiliate organisations shall have the right to vote at the AAAPD General Assembly

6.2. Board of Directors: There shall be a Board of Directors (herein after ‘The Board’) that will decide the policy of the Association and will constitute the executive officers or officers of the Association.

6.2.1 Composition of the Board: The Board shall comprise a President, President-elect, Vice-president, Immediate Past President, seven members referred to as directors. Together, these shall constitute the executive officers. In addition to the Board, the following shall also serve as ex-officio (non-voting) members of the Board: Executive Director, and Treasurer (both of whom shall constitute the administrative officers), and such other officers as may be designated by the Board of Directors. The Executive Director and Treasurer shall be appointed by the Board and shall be members ex-officio (non-voting) of the Board.

6.2.2 Authority of Board of Directors

The corporate powers of this association, expressed and implied, shall be vested in the Board of Directors, which shall constitute the executive body of this association. The Board of Directors shall:

6.2.2.1  Have jurisdiction, control and supervision over all officers, committees, and special councils of this association
6.2.2.2  Have general management and control of the business, property and funds of this association;
6.2.2.3  Have prepared and approve a budget showing anticipated receipts and expenditures for the ensuing fiscal year. No expenditure may be approved or made which shall require use of any reserves, or reflect an unbalanced
budget in any fiscal year, or reflect an expenditure against the income or reserves of any subsequent fiscal year except upon the affirmative roll call vote of two-thirds (2/3) of the entire number of members of the Board of Directors.

6.2.3 Collective Duties of Board of Directors

6.2.3.1 The Board shall engage in ongoing planning activities as necessary to determine the mission of AAAPD and its strategic direction, to define specific goals and objectives related to the vision, mission, strategy, and goals; and to monitor and evaluate the success of the organization's services toward achieving the mission.

6.2.3.2 The Board shall approve the policies for the effective, efficient, and cost-effective operation of AAAPD. The Board shall annually approve the organization's budget and evaluate the Association’s financial performance in relation to the budget at least four times per year.

6.2.3.3 The Board shall hire, set the compensation for, and annually evaluate the performance of the executive director, treasurer, any other hired staff of the Association. The board shall annually review employee compensation structure, using industry-based surveys of salaries and benefits.

6.2.3.4 The Board shall approve written policies and procedures governing the work and actions of its employees. These policies and procedures should address the following: code of ethics; working conditions; evaluation and grievance procedures; confidentiality of employee, client, and organization records and information; and employee growth and development.

6.2.3.5 The Board shall ensure that an internal review of the Association’s compliance with known existing legal, regulatory, and financial reporting requirements is conducted annually and that a summary of the results of the review is provided to the entire board (following disclosure policy).
6.2.3.6 The Board shall ensure that Board meetings are held frequently per fiscal year for all board members. The frequency of Board committee meeting will be determined by the committee and be on a needs-basis, with a minimum of 4 meetings per fiscal year.

6.2.3.7 The Board shall periodically assess the need for liability insurance coverage in light of the nature and extent of the Association's activities and its financial capacity.

6.2.3.8 The Board shall approve and monitor the Association’s ethical values.

6.2.3.9 The Board shall oversee the Association’s external communication.

6.2.4 Duties of Individual Board Members

6.2.4.1 Regularly attends board meetings and important related meetings.

6.2.4.2 Makes serious commitment to participate actively in committee work.

6.2.4.3 Commits to and accepts assignments and completes them thoroughly and on time.

6.2.4.4 Stays informed about committee matters, prepares well for meetings, and reviews and comments on minutes and reports.

6.2.4.5 Gets to know other committee members and builds a collegial working relationship that contributes to consensus.

6.2.4.6 Actively participates in the committee's annual evaluation and planning efforts.

6.3 Council of Elders

6.3.1 Establishment. The Board of Directors may recommend the formation of a Council of Elders comprising public figures who may include elder statesmen, scholars, diplomats, development specialists, entrepreneurs, and farmer associations who, with their many years of collective experience, will provide advice to the AAAPD Board of Directors.

6.3.2 Composition: The Council of Elders shall comprise up to five members who shall be appointed by the Board of Directors, by and with the advice and consent of the
AAAPD General Assembly, and each of whom shall be a person who, as a result of his or her training, experience, and accomplishment, is exceptionally qualified to analyze and interpret government policy, African agricultural development issues, the role of African in Diaspora in the economic transformation of the African continent. The AAAPD Board of Directors shall designate one of the members of the Council of Elders as Chairperson.

6.3.3 Duties and Functions: The Council of Elders shall serve the following functions:

6.3.3.1 To mentor, assist, and advise the AAAPD Board in fulfilling its stipulated duties and responsibilities as described in the constitution to offer timely and authoritative information concerning emerging issues, trends, opportunities, and to analyze and interpret such information in the light of emerging policies of African governments, multilateral organizations and development agencies.

6.3.3.2 To anticipate the likely impact AAAPD activities and offer advice on ways to maximize opportunities while minimizing likely to interfere, with the achievement of such policy, and to compile and submit to the President studies relating to such developments and trends;

6.3.3.3 To evaluate the various programs and activities of AAAPD in order to determine the degree to which such programs and activities are contributing, and the extent to which they are not contributing, to the achievement of AAAPD mission, goals, and objectives.

6.3.3.4 To recommend new programs for strengthening the mandate and mission of AAAPD

ARTICLE 7 MANAGEMENT and ADMINISTRATION

7.1 Executive Committee: The day to day management of AAAPD shall be vested in the Executive Committee which will consider matters arising between AAAPD Board Meetings and to initiate actions.

7.2 Composition: The Executive Committee shall consist of the President, Vice-President, Executive Director, and Treasurer, and Past-President. The Executive Committee shall
consider matters arising between AAAPD Board Meetings and to initiate actions. The Execu
tive Committee shall report its decision to the AAAPD Board Members and others as appropriate within two months of any meeting; The Executive Committee shall be elected from and by the members of the AAAPD Board of Directors. Hired members of the Executive Committee (for example the Executive Director and the Treasurer) may be recruited from outside the Board Of Directors.

7.3 Duties of the Executive Committee: Members of the Executive Committee shall severally and collectively:

7.3.1 Be responsible for the day to day management of AAAPD, including the development of operational manuals and codes of conduct for all committees
7.3.2 Represent only the interests, aims and objectives of AAAPD
7.3.3 Work together as a team in providing leadership to AAAPD
7.3.4 Execute decisions made by the AAAPD Board of Directors and the AAAPD General Assembly
7.3.5 Prepare annual reports and annual financial reports for approval by the AAAPD Board of Directors before submission to the annual AAAPD General Assembly
7.3.6 Liaise with government and other organizations
7.3.7 Be accountable to the AAAPD Board of Directors
7.3.8 Suggest ways and means of raising funds to the AAAPD Board of Directors
7.3.9 Regularly review the performance of the various committees, and recommend and take corrective actions where appropriate
7.3.10 Report regularly to the AAAPD Board of Directors about functions and activities of the various committees

ARTICLE 8 DUTIES AND RESPONSIBILITIES OF MEMBERS OF THE EXECUTIVE COMMITTEE

8.1 President: The President shall have the following duties and responsibilities:

8.1.1 Serve as the chief executive officer of AAAPD
8.1.2 Preside at all meetings of the AAAPD Executive Committee, AAAPD Board of Directors, and the AAAPD General Assembly whenever s/he is present EXCEPT when s/he chooses to ask another person to preside

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8.1.3 Co-sign legally binding documents with the appropriate members of the Executive Committee, giving copies of the same to the Executive Director.

8.1.4 She/he shall supervise the work and activities of the Association, employees of the Association, and perform such other duties as usually pertain to that office.

8.1.5 Shall be present at all AAAPD Board of Directors meetings and provide updates of activities and annual general meeting and annual report of AAAPD.

8.1.6 Be an ex-officio member of all committees.

8.1.7 Be a co-signer on AAAPD accounts.

8.1.8 The President shall be the official spokesperson for the Association.

8.1.8 Perform any other duties usually performed by such officers, together with such duties as shall be prescribed by action of the AAAPD Board of Directors.

8.2 Vice-President:

8.2.1 In the event that the President is unable to perform his/her duties for any reason, the Vice President shall perform the duties of the president.

8.2.2 She/he shall have the same authority as the President and assume the responsibilities of the president in the event of the President’s office becoming vacant, until a by-election is held.

8.2.3 She/he shall perform any other duties delegated by the President and the Board of Directors.

8.3. Executive Director: The Executive Director shall be appointed by the AAAPD Board of Directors. His/her duties and responsibilities are as follows:

8.3.1 Be in charge of the day-to-day administration of the AAAPD Office.

8.3.2 Record and keep minutes of the AAAPD General Assembly, AAAPD Board of Directors, and AAAPD Executive Committee meetings;

8.3.3 Keep a confidential copy of names and contact information of all members;

8.3.4 Be in charge of all non-financial correspondence and provide correspondence reports at meetings;

8.3.5 Maintain an archive of records and other AAAPD resources;

8.3.6 Be a co-signer on AAAPD accounts;

8.3.7 Develop the AAAPD secretariat and will be responsible for its smooth running.

8.3.8 Supervise all subordinate staff hired by AAAPD Board of Directors.

8.3.9 Perform any other duties delegated by the President and/or the Executive Committee.
8.4 Treasurer: The Treasurer shall be appointed by the AAAPD Board of Directors. His/her duties and responsibilities are as follows

8.4.1 Maintain supervision over the Association’s finances and assist the Finance Committee in the development of budgets

8.4.2 Be the custodian of all AAAPD financial books, cheque books, and other financial instruments and documents

8.4.3 Be responsible for collecting and receiving membership dues and contributions and all monies belonging to AAAPD and shall issue receipts

8.4.4 Deposit or cause to be deposited in an authorized financial institution all monies belonging to AAAPD

8.4.5 Make available to the appointed auditor(s) all AAAPD financial documents and other supportive materials

8.4.6 Be a co-signer on AAAPD accounts

8.4.7 Prepare an annual budget at the beginning of each fiscal year with input or consultation with chairpersons of various committees

8.4.8 Prepare an annual financial report with collaboration by chairpersons of committees, and present the report at the AAAPD for review before presentation to the annual general meeting of the AAAPD General Assembly

8.4.9 Provide a quarterly financial statement to the AAAPD Board of Directors

8.4.10 Receive financial reports from various committee Financial Secretaries

8.4.11 Conduct research on investment options and present results to the AAAPD Board of Directors for consideration, investment recommendation and decision

8.4.12 Chair the Finance Committee.

8.4.13 Act as Executive Director whenever the Executive Director is unavailable

8.4.14 Assume the responsibilities of the Executive Director in the event of the Executive Director’s office being vacated until a new appointment is made by the AAAPD Board of Directors

8.4.15 Perform any other duties assigned by the Executive Director and/or the Executive Committee.

8.4.16 Upon completion of his/her term, become the Immediate Past Treasurer and will assist the incoming Treasurer as necessary for one year at the Treasurers’ and Finance Committee Meetings as an ex officio (non-voting) member.

8.5 Removal or Cessation of Office
8.5.1 Any elected officer of this association may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the entire number of members of the Board of Directors.

8.5.2 Each member of the Executive Committee shall on leaving office surrender all records, monies and property belonging to AAAPD to his/her successor or to the AAAPD corporate office, and shall obtain a certificate declaring that the surrender has been completed and that s/he is not indebted to AAAPD.

ARTICLE 9 ELECTION and APPOINTMENT OF OFFICERS

9.1 Members of the AAAPD Board of Director shall be elected at an annual general assembly/convention/conference of AAAPD.

9.2 Officers of the Executive Committee (i.e., the President, Vice-President, Executive Director, Treasurer, and any other positions so created) will be appointed by the AAAPD Board of Directors.

9.3 Administrative officers (e.g. Executive Director and Treasurer) shall be appointed by and serve at the pleasure of the Board of Directors.

9.4 Voting rights will be granted to members (as defined in Article 4) who are in good standing with AAAPD. To be eligible for elective office one must be:
   9.6.1 A member of AAAPD in good standing
   9.6.1 An individual member of AAAPD in good standing
   9.6.1 Willing to uphold this constitution
   9.6.1 No criminal record

9.7. Election Process
   9.7.1 Voting right for elections to the Board of Directors is granted to qualified members only as defined in 9.6 above.
   9.7.2 The elections committee will manage the electoral process; it will count the votes and tally them up in a setting open to the general membership
   9.7.3 Qualified candidates for the AAAPD Board of Directors must be endorsed by at least three members in good standing;
   9.7.4 Calls for nominations shall be announced six months prior to the meeting of General Assembly at which the elections will held;
9.7.5 Completed nominations shall be received two months before the said elections
9.7.6 The list of valid candidates together with biographical information shall be compiled by the Elections Committee and sent out three months before the said elections.
9.7.7 The time and venue of when and where the voting results will be tallied and announced shall be included in this package.
9.7.8 The completed ballot papers must be returned post marked one month prior to the election date.
9.7.9 Voting results will be tallied and announced at the General Assembly.
9.7.10 A plurality of votes cast shall elect to each member of the AAAPD Board of Directors, in accordance with this constitution.

9.8 Appointment of Executive Committee

9.8.1 The chairperson of the Elections Committee shall convene a meeting of the newly elected AAAPD Board Members in order to elect a new Executive Committee. This process must be completed within a month of the General Assembly elections at which Board Members were elected.
9.8.2 The Chair of the Elections Committee shall announce the Executive Committee to the general membership within 5 working days following such a Board Meeting.
9.8.3 The new AAAPD Board of Directors and Executive Committee will assume office five months after the General Assembly in order to allow for a proper transition, audit, and transfer of authority and other necessary transactions and fiduciary responsibilities.

ARTICLE 10 TERM OF OFFICE

10.1 All elected positions shall be for a three (3) year term or until their successors shall have been chosen and qualified according to the requirements of this constitution.
10.2 No elected official shall serve in the same capacity for more than two (2) consecutive terms.
10.3 All elected offices, roles, functions and responsibilities described herein are on a volunteer basis.
10.4 In order to ensure continuity, the terms shall be so arranged such that one class of two members is elected each year.

10.5 The term of office for directors shall commence immediately following the annual General Assembly of AAAPD in the year in which they are elected.

10.6 Up to 10 directors may be elected.

10.7 The terms of the Executive Director and Treasurer shall be five years, except that under special circumstances either may be appointed for a shorter period.

10.8 No incumbent executive officer, elected or appointed, may stand for election to succeed himself or herself except with the approval of the Board of Directors.

10.9 No director may succeed themselves in office.

ARTICLE 11 VACANCIES

11.1 Except as provided hereinafter, in the event of a vacancy in any office, the Board of Directors may fill such vacancy for the remainder of the term.

11.2 In the event of a vacancy in the Office of President arising by resignation, decease, or disability rendering the president unable to perform the duties of the office, or by any other reason whatsoever, the ranking Vice President, shall act as president and shall perform the duties of, and have the same authority as, the President until such time as said vacancy is filled by the Board of Directors for the remainder of the term.

11.3 In the event of a vacancy in the Office of any Vice President arising by resignation, decease, or disability rendering the Vice President unable to perform the duties of the office, or by any other reason whatsoever, the office shall remain vacant until such time as the vacancy is filled by the Board of Directors for the remainder of the term. Provided, however, that any appointed Vice President shall be required to be elected, in the manner set out in this constitution and by-laws, to all successive offices. Any Association member who is currently serving or who has served the AAAPD Board of Directors shall also be an eligible candidate at the time said appointed Vice President stands for election to the next office.

11.4 In the event of a vacancy in the office of Immediate Past President, the same shall remain vacant until filled by the successor Immediate Past President of this association.

11.5 In the event of a disaster or accident in which a majority or more of the members of the Board of Directors shall be fatally injured and/or rendered incapable of performing the duties of their offices, the remaining members of said board, whether or not a quorum exists, shall
be empowered to transact the affairs of the Board of Directors until the next annual election of the association.

11.6 In the event of a disaster or accident in which all members of the Board of Directors shall be fatally injured and/or rendered incapable of performing the duties of their offices, then, and in that event only, the past president then living who most recently served as president shall within ten (10) days thereafter call a meeting of all past presidents and past directors for the purpose of filling all vacant offices for the remainder of the terms. Such meeting shall be held at the international office of this association not less than fifteen (15) nor more than twenty (20) days after the date of the call thereof. Reasonable expenses, in accordance with the association’s Rules of Audit, of those attending such meeting shall be paid by this association.

11.7 In the event of a contingency arising which has not been provided for above, the Board of Directors may fill such vacancy for the remainder of the term.

ARTICLE 12 MEETINGS.

12.1 The AAAPD General Assembly shall meet at least once a year, and this shall constitute the annual general meeting of AAAPD.

12.2 The Date and venue of the General Assembly shall be determined by the Board of Directors.

12.3 The AAAPD Board of Directors shall meet at least once every two months.

12.4 The Executive Committee shall meet as often as the President and the Executive Committee determine, but there shall in any case be at least one meeting every two months.

12.5 The various Committees shall meet as often as is necessary in accordance to terms of reference and plan of activities.

12.6 There shall be given at least sixty days notice for the AAAPD General Assembly; seven (7) days notice for the AAAPD Board of Directors and AAAPD Executive Committee meetings, except for emergency meetings as described under Article 13.

12.7 Each member of the Board of Directors shall have one (1) vote on each question requiring action of the Board.

12.8 Delegate Entitlement.

12.8.1 Each past president of this association shall be entitled to full delegate privileges at each annual General Assembly.
12.8.2 The Board of Directors shall authorize payment, in accordance with the prevailing Rules of Audit, of the reasonable expenses of any past president in attendance at annual General Assemblies.

12.8.3 Each past director of this association shall be entitled to full delegate privileges at each General Assembly.

12.8.4 Each certified delegate present in person shall be entitled to cast one (1) vote of his/her choice for each office to be filled by, and one (1) vote of his/her choice on each question submitted to, the General Assembly.

12.8.5 Quorum. The certified delegates present in person at any session shall constitute a quorum.

12.8.6 Proxy Voting. Proxy voting is strictly prohibited in all association affairs.

12.9 Registration Fees. The Board of Directors shall determine the amount of the registration fees for the annual General Session. Members whose dues have not been paid through the current year will be required to pay the non-member fee.

12.10 Meeting Rules. The Association shall operate under the rules of Parliamentary procedure as outlined in “Roberts’ Rules of Order”.

Article 13 EMERGENCY AND SPECIAL MEETINGS

13.1 AAAPD emergency meetings will generally refer to and be understood to mean any meeting convened by the AAAPD Board of Directors or the Executive Committee to address an urgent issue that has drastic implications for the mandate, strategic direction, or operations of AAAPD and its members

13.2 An emergency shall require a twenty-four (24) hours notice

13.3 A special meeting shall be a meeting requested by more than 50 percent of members of the AAAPD Board of Directors and may be convened by any member of the AAAPD Board of Directors. Such request shall be in writing and shall state the purpose of the meeting and the expected result of the meeting; and shall require seven (7) working days of notice by email or by postmark date in case of postal letter notice.

ARTICLE 14 FINANCES
14.1 Fiscal Year: The fiscal year of AAAPD shall be from October 1st of one year to September 30th of the next year for accounts prepared in accordance with US law as follows:

- 1st Quarter: October 1 – December 31
- 2nd Quarter: January 1 – March 31
- 3rd Quarter: April 1 – June 30
- 4th Quarter: July 1 – September 30

The fiscal year of AAAPD shall be from April 1st of one year to March 31 of the next year for accounts prepared in accordance with Canadian law as follows:

- 1st Quarter: April 1 – June 30
- 2nd Quarter: July 1 – September 30
- 3rd Quarter: October 1 – December 31
- 4th Quarter: January 1 – March 31

14.2 Sources of Funds: AAAPD shall obtain funds from:

14.2.1 Membership dues
14.2.1 Grants
14.2.1 Donations
14.2.1 Wills and bequeaths
14.2.1 Any other fundraising and investing activities

14.3 Dues. At each annual General Meeting, the General Assembly shall determine and announce the amount of the annual Association dues. If no annual General Meeting is held, this function shall be exercised by the Board of Directors.

14.4 Expenditures. Funds of the Association may be expended only on general or specific authorization of the Board of Directors. The Board of Directors also may authorize expenditure of funds to defray expenses of the Association not foreseen at the time of the annual General Session. The Board of Directors is accountable to the General Assembly of Members.

14.5 Accounts. All accounts of assets of the Association shall be audited annually by a Certified Public Accountant.
14.6 Banking: All funds belonging to AAAPD shall be deposited in a chartered financial institution approved by the AAAPD Board of Directors. Funds of the Association may be invested in secured and guaranteed financial vehicles approved for the purpose by the Board of Directors. Authorized expenditures from the general funds of the Association shall be made by check, each of which must be signed as per signing authority stipulated in 14.7, provided each disbursement is within the limit of each budgeted item.

14.7 Signing Authority: Signing authority for the Associations funds is vested in The President, Vice-President (Acting on behalf of the President), the Executive Director, Treasurer, and one other Board Member. Three signatures of any three of these officers are required to authorize disbursement of funds, provided each disbursement is within the limit of each budgeted item and limits set by the Board of Directors.

14.8 Reports. All Officers collecting, disbursing, or holding in trust assets of the Association shall report annually to the AAAPD Board of Directors and the AAAPD Association in written form.

14.9 AAAPD Seal: AAAPD shall have a seal to be applied on all official legal documents. The application of the AAAPD seal shall require the presence of the President, the Vice-President (acting on behalf of the President), the Executive Director, or the Treasurer. The seal shall be kept under lock and key by the treasurer and only made available at Executive or AAAPD Board meetings when there are documents that require the AAAPD seal.

14.10 Limit of Indebtedness: The Executive Committee may arrange for an overdraft protection or line of credit up to the amount and for a time approved by the AAAPD Board of Directors.

14.11 Compensation: All officers, except the executive director, treasurer, secretary and those designated by the Board of Directors, shall serve without compensation; however, they may be reimbursed for expenses reasonably related to and incurred in the discharge of the duties of their offices, in accordance with the Rules of Audit established by the Board of Directors.
ARTICLE 15 AMENDMENTS TO THE CONSTITUTION

15.1 Proposal: A proposed amendment to the Constitution, formally endorsed by two-thirds (2/3) of the certified delegates voting at such meeting and accompanied by a statement of reasons for adoption, may be presented at any AAAPD Annual General Assembly, and thereupon becomes a special order of business for a vote of the membership.

15.2 Review: Proposed amendments to the Constitution shall normally be reviewed by the Constitution Committee before presentation to General Assembly.

15.3 Report to General Assembly: No amendment shall be reported to a General Assembly of AAAPD for vote without the approval of the AAAPD Board of Directors

15.4 Voting Procedure. The Executive Director shall mail to each member of the Association not less than two months before the next annual General Session of the Association: (a) a copy of the amendment, (b) the stated reasons for its adoption, (c) a ballot for a vote on the amendment, and (d) a copy of this Article of this Constitution.

15.5 Adoption. A proposed amendment shall be adopted by a vote of not less than two-thirds of the members voting on the question, and shall become a part of the Constitution at the close of the annual General Session at which it is adopted.

15.6. Results: The results of the vote shall be reported at the annual General Assembly and mailed electronically to all members.

ARTICLE 16 COMMUNICATION BY ORDINARY MAIL OR EMAIL

16.1 The Board of Directors may develop procedures for ensuring efficient communication with members, including such tools as email, teleconference, video conference, internet telephone, and other methods allowed by the state of technology.

16.2 Timing. All resolutions authorized for mail or electronic ballot shall be provided to members no later than the next regular ballot for election of Association officers.

ARTICLE 17 COMMITTEES AND SECTIONS

The AAAPD Board of Directors, through the President, may establish standing committees and ad hoc committees to provide operational or functional support to AAAPD and the Board. Appointments to standing committees shall be made usually by the President in consultation with
the Board of Directors and the Executive Committee. The Board of Directors may designate membership for committees created by them for other special functions.

17.1 Terms of Reference: The Terms of Reference for Standing Committees shall be as follows:

17.1.1 Structure: Every committee shall consist of volunteers, with the Chairpersons appointed by the President and approved by the Board of Directors. A Board member will usually chair a committee. However, the Board of Directors may choose any member outside the Board as Chair of a Standing Committee. Every committee shall have a Secretary of Finance.

17.1.2 Term: The committee chairperson shall be in office for the term of Executive Committee, and may be reappointed by the incoming Board of Directors.

17.1.3 Duties of Committees: The committees shall prepare an annual program of action and budget using standard templates developed by the Executive Committee and approved by the Board of Directors. All programs are subject to approval by AAAPD Board of Directors.

17.1.4 Meetings: The committees shall hold committee meetings as often as needed. All committee meetings shall be open to the general membership.

17.1.5 Fund Accountability: The committee shall, through the Chair, be accountable for all funds of the committee. The Secretary of Finance for each committee shall receive and handover all funds to the Treasurer within fourteen (14) days of an event. Committees shall have no powers to open or operate bank accounts.

17.2 Standing Committees.

The following standing committees shall be appointed in addition those determined by the Board of Directors:

17.2.1 Annual Session Committee

17.2.2 Research Committee

17.2.3 Education Committee

17.2.4 International Committee

17.2.5 Constitution Committee
17.2.6 Grants and Fellowships Committee

17.2.7 Finance Committee

17.2.8 Audit Committee

17.2.9 Awards Review Committee

17.2.10 Membership and Recruitment Committee

17.2.11 Nominating Committee

17.3 Special or Ad Hoc Committees.

The President may periodically appoint, with the approval of the AAAPD Board of Directors or Executive Committee, ad hoc or special committees as may be necessary in his/her judgment or in the judgment of the AAAPD Board of Directors. All expenses of such ad hoc or special committees shall be authorized by the AAAPD Board of Directors or the Executive Committee.

ARTICLE 18 FUNCTIONS OF STANDING COMMITTEES

18.1 Annual Session Committee

(functions to be filled)

18.2 Research Committee

(functions to be filled)

18.3 Education Committee

(functions to be filled)

18.4 International Outreach Committee
18.5 Constitution Committee

a. Shall be accountable to the AAAPD General Assembly;
b. Review and study the Constitution and Bylaws of AAAPD;
c. Make recommendations to the AAAPD Board of Directors for changes to be considered for submission to the General Assembly for ratification by members;
d. Members must have working knowledge of the constitution, and a willingness and ability to protect and defend the integrity of the AAAPD constitution;
e. Serve as the final arbiter or interpreter of the constitution;
f. Developing, managing, and communicating procedures for proposed amendments to the constitution.
g. Distribution of copies of the current or up to date constitution to all members

18.6 Grants and Fellowships Committee

a. Coordinate all AAAPD grant applications and fund-raising activities;
b. Collaborate with other committees in arranging fund raising activities;
c. Identify potential funding sources and initiate letters of intent;
d. Manage all requests for proposals and fellowship awards;
e. Prepare monthly financial statements related to grants and fellowships for presentation to the Executive Committee;
f. Recommend policy or policy changes on newly proposed or currently sponsored fellowships; and assist in raising funds for new fellowships.

18.7 Finance Committee

a. Composed of the Treasurer as chair and three members of the Board of Directors;
b. Develop budgets and make recommendations to the AAAPD Board of Directors on financial matters;
c. The Finance Committee will meet at least three times a year between annual General Sessions.

18.8 Audit Committee
18.9 Awards Review Committee

18.10 Membership and Recruitment Committee

a. Promote AAAPD membership to potential new members across all membership categories
b. Communicate membership benefits
c. Assist in retention of current AAAPD members
d. Receive membership dues for handing over to the Treasurer;
e. Keep an accurate and up-to-date electronic database of all members

18.11 Elections Committee

a. Manage the electoral process of AAAPD General Assembly elections of Board of Directors. Manage the elections held by the Board of Directors to elect the Executive Committee
b. Develop information brochures to educate members on the elections process;
c. Receive nominations and consider potential candidates proposed by any AAAPD member.
d. Make such inquiries as in its discretion it deems necessary to ascertain the names and qualifications of any member eligible for election to any AAAPD office;
e. Conduct AAAPD elections

ARTICLE 19 RULES and REGULATIONS

19.1 Enactment - The Board of Directors shall be empowered to enact or establish any rules and procedures affecting the operation of AAAPD as long as they are not inconsistent with the this constitution and its by-laws. Such rules and procedures may for instance be developed to hear complaints, disputes, or claims arising from provisions of the Constitution and By-Laws, AAAPD policies, or matters arising from AAAPD conferences or international development activities. Such rules and regulation shall have force and effect only until the next annual AAAPD General Assembly of the members at which time the rules and regulations must be must be ratified by a simple majority. Otherwise such rules and regulations shall cease to have effect from and after the date of such annual general meeting.
19.2 Robert Rules of Order - All meetings of members, the AAAPD Board of Directors, and the Executive Committee shall be guided by principles of the Robert’s Rules of Order as revised from time to time.

ARTICLE 20 INTERPRETATION
20.1 The final interpretation of this constitution rests with the Constitution and By-laws Committee.

ARTICLE 21 CONFLICT OF INTEREST
21.1 Conflict of interest shall be deemed to have occurred when:

21.1.1 Any member of the AAAPD Board of Directors or Executive Committee or other Committee awards, approves or gives himself or herself a honorarium without the consent or approval of the AAAPD Board of Directors;

21.1.2 Any member of the AAAPD Board of Directors or Executive Committee or other committee awards, assigns, grants, gives to self or performs services for which s/he is paid or receives monetary or material gains without the consent and /or approval of the AAAPD Board of Directors;

21.1.3 Any member of the AAAPD Board of Directors or Executive Committee or other committee awards, gives or approves paid contract or services to his or her family members, business associates, or relatives without the consent and approval of the AAAPD Board of Directors;

21.1.4 Any member of the AAAPD Board of Directors or Executive Committee or other committee awards, gives, appoints or approves a paid position within the Board to any individual who is a member of his or her family, business associates, or relatives, out of favouritism or influence pedaling;

21.2 The AAAPD Board of Directors reserves the right to award paid contracts, employment, services, honoraria or positions in the organization to any member of AAAPD provided that due process has been followed;

21.3 Award of paid contracts, employment, services, honoraria or positions must be done on the basis of merit criteria and merit in this context is based on the possession of appropriate/required qualifications, credentials, experiences, knowledge, skills, and demonstrated competence in the area
ARTICLE 22 IMPEACHMENT

22.1. Any member of AAAPD Board of Directors or Executive Committee is liable to being charged with misdemeanour (misconduct, crime, offense, wrongdoing, delinquency) in office, where misdemeanour means convicted in criminal court of law of a criminal offence or in violation of this constitution.

22.2. Any member of the Board can introduce an impeachment motion to the AAAPD Board of Directors and the motion must be passed by a simple majority.

22.3. The AAAPD Board of Directors shall appoint an ad hoc committee consisting of at least three (3) members from amongst themselves to investigate the misdemeanour;

22.4. The process shall require a motion passed by simple majority of members present and voting at the AAAPD Board of Directors meeting;

22.5. After passing such a motion the AAAPD Board of Directors shall investigate the point at issue without the subject person present;

22.6. Subject to 22.5, the official so accused of misdemeanour in office shall with immediate effect stop performing his/her duties pending the results of an investigation, and the AAAPD Board of Directors shall appoint some other person to act in his/her position until the matter is resolved;

22.7. The ad hoc committee may after due consultation with the Executive Committee and the AAAPD Board of Directors seek legal counsel;

22.8. The official under investigation must be accorded the opportunity to explain his/her case at all levels of the investigation;

22.9. After the investigations, the ad hoc committee shall make a recommendation to the AAAPD Board of Directors as to the validity of the allegations and recommend appropriate sanctions;

22.10. For criminal allegations, the ad hoc committee must recommend impeachment if there is legal evidence of a felony or conviction of criminal offence, and the AAAPD Board of Directors must accept the report as presented;

22.11. The verdict of the ad hoc committee shall be unanimous if the committee is to recommend to the AAAPD Board of Directors to impeach the official(s);

22.12. For other allegations, the AAAPD Board of Directors shall adopt the recommendations by a simple majority of members of the AAAPD Board of Directors present;

22.13. The decision of the AAAPD Board of Directors shall take effect immediately and the affected person shall be notified in writing of the decision.
22.14. If the individual is cleared of all charges of wrong doing, s/he shall be reinstated in office and the matter shall be deemed closed.

ARTICLE 23 RATIFICATION

This Constitution shall be effective upon ratification either by two-thirds vote of members of the Association present and voting at any annual convention of the Association at which a quorum as defined herein is present, or by majority vote of members returning ballots by mail or electronic means. Ratification of this Constitution shall serve to repeal all prior Constitutions and Bylaws of this Association or predecessor organizations, except as otherwise provided for a transitional period.

ARTICLE 24 AUTHORITY

Everything in this document is subject to the AAAPD Articles of Incorporation and the Code of the State of ______ in the US, and the Province of British Columbia in Canada.
DEFINITIONS

Members of this Association, for purposes of notice or other communications or actions, are those persons who are members according to the latest information possessed by the Executive Director at the time of mailing of the notice or communication, or at the time of the action.

Notice shall be considered to have been given to a member when written statement of the notice has been mailed to the member at the last address for the member known to the Executive Director at the time of the mailing.

In this Constitution and Bylaws, “mail” is understood to mean any form of communication from the Association to the members, including traditional mail and electronic mail.

The term “Boards” is understood to mean the Board of Directors of AAAPD functioning to carry out duties pertaining to the activities mentioned in this Constitution and Bylaws or otherwise agreed to.
ACKNOWLEDGEMENTS
This constitution was developed, reviewed, and signed by the following
AAAPD Inc. Interim Board of Directors

December 21, 2008

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<th>NAME</th>
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<tr>
<td>Dr. Peter Jeranyama</td>
<td>President</td>
<td>USA</td>
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<td>Dr. Andrew Manu</td>
<td>Vice President</td>
<td>USA</td>
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<td>Dr. Thandiwe Nleya</td>
<td>Treasurer</td>
<td>USA</td>
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<td>Dr. Dianah Ngonyamo-Majee</td>
<td>Secretary</td>
<td>USA</td>
<td>Temporarily Away</td>
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<td>Dr. Daniel Karanja</td>
<td>Director - African Outreach</td>
<td>USA</td>
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<td>Dr. Felicitas Katepa-Mupondwa</td>
<td>Director - Gender and Development/Canada Outreach</td>
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<td>Dr. Edmund Mupondwa</td>
<td>General Manager</td>
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<td>Dr. Stephen Machado</td>
<td>Director - Communication /Information</td>
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<td>Dr. Samuel Essah</td>
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