



BYLAW

Organization: HERITAGE ROOTS COALITION

Adopted on

8/12/24

by Resolution of Members

Enactment Page

"This document is hereby adopted for use as the Bylaw of the Heritage Roots Coalition, Edmonton, and it is endorsed for use by the Membership of the Organization to guide it's administration and operations"

IN WITNESS WHEREOF, the undersigned, have subscribed to these bylaws this

12th day of August, 2024, as follows:

I, ----- as Chairman of the Heritage Roots Coalition, hereby affirm that I have witnessed 2/3 majority of members of the Organization vote in support of the adoption of the entire bylaws at a General Meeting held at 10816 96Street NW, Edmonton T5H 2J9 on the 12th day of August, 2024

*Signed _____ Date -----
(Organization's Chairperson)*

Date of Final Adoption: 12th day of August, 2024

Table of Contents

Part 1: PREAMBLE	4
Section 1: Name of the Organization	4
Section 2: Vision:	4
Section 3: Mission:	4
Section 4: Interpretations	5
PART 2: MEMBERSHIP.....	5
Section 1: Membership: Type and Obligations	5
Section 2: Registration Fee, Membership Dues	6
Section 2.1: Membership Benefits	7
Section 2.2: Eligibility for Election to the Board of Executives	7
Section 2.3: Membership Responsibilities	7
Section 3: Withdrawal, Expulsion and Suspension of Members	8
PART 3: MEETINGS	8
Section 1: Quorum	8
Section 2: Voting During Meetings,	9
Section 3: Adjournments	9
Section 4: Annual General Meeting	9
PART 4: BOARD OF TRUSTEES	10
PART 5: BOARD OF EXECUTIVES	11
Section 1: General	11
Section 2: Election and Removal of any member of the Board of Executives	11
Section 3: Powers of the Executives	12
Section 4: Board of Executives Meetings	13
PART 6: BOARD OF EXECUTIVES: OFFICES AND DUTIES	13
Section 1: Board of Executives Offices	13
Section 2: Duties of the Chairperson	13
Section 3: Duties of the Vice-Chairperson	14
Section 4: Duties of the General Secretary	14
Section 5: Duties of the Treasurer	15
Section 6: Duties of the Director of Communications	16
Section 7: Duties of the Director of Operations	16
Section 8: Duties of the Legal Adviser	17

PART 7: ELECTORAL PROCESS	17
Section 1: General Requirements	17
Section 2: Right to Vote	17
Section 3: Election Schedule	18
PART 8: FINANCES.....	19
Section 1: Financial Asset Control	19
Section 2: Inspection of Books and Records	19
Section 3: CRA Reporting	20
PART 9: COMMITTEES.....	20
Section 1: Standing Committees:	20
Section1.1: Membership Committee	20
Section 1.2: Disciplinary Committee	21
Section 2: Ad Hoc Committees	21
Section 2.1: Terms of Reference for Ad Hoc Committees	22
Section 2.2: Electoral Committee	22
Section 2.3: Other Committees	22
PART 10: AMENDMENT OF THE BYLAW	23
Section 1: Amendments	23
Section 2: Dissolution	23
PART 11: DECLARATION	23
Section 1: The Seal	23
Section 2: Members’ Declaration	23
APPENDICES	24
Schedule A: OATH OF OFFICE	24
Schedules B: Heritage Roots Coalition’s Organogram	24
Schedule C: Electoral Guidelines	24
Schedule D: Financial Matters – Procurement & Purchasing	24

Part 1: PREAMBLE

Drawing inspiration from the collective wisdom of diverse cultures and civilizations, we aspire to foster an enlightened and harmonious community spirit where the health and wellness of senior citizens of African descent and the healthy advancement of minority groups and their children are prioritized.

The purpose is to ensure the development of available abundant capacity of highly experienced senior community to build the professional and leadership wealth for Albertans of African descent, thus fast-tracking their assimilation into the Canadian corporate and executive leadership.

Section 1: Name of the Organization

The name of the organization shall be "Heritage Roots Coalition, Edmonton", hereinafter referred to as "the Organization" or "HRC ". The membership of the Organization shall be limited to 50.

Section 2: Vision:

The overarching vision of the Heritage Roots Coalition is to ensure the welfare and wellbeing of senior citizens of African descent in Alberta.

Section 3: Mission:

1. To encourage cordial interaction and collaboration among Seniors of African descent.
2. To provide advocacy and resource support for the improvement of the mental health of Seniors of African descent through communal activities and networking.
3. To enhance and promote the establishment of a "Heritage Roots Coalition" Seniors Community Centre comprising of retirement homes, Entertainment and Social intermingling centres dedicated solely to the peculiar needs and circumstances of HRC seniors.
4. To reach out to other groups/communities of Seniors in the province with the purpose of establishing symbiotic relationships on mutually beneficial projects and programs.
5. To act as a standing Arbitral/Mediator body for HRC members and other sister Organizations on matters and issues affecting HRC members, when called upon.
6. To organize periodic lectures, events and mentorship programs for youths, young adults and organizations within the HRC community with the purpose of imparting knowledge and wisdom within the arsenal of acquired life experiences, when called upon.
7. To motivate and mentor our Youths to actively participate in all facets of the Canadian society, including participation in the political process.
8. To be a resource group for the youths and young adults of African descent by connecting with and providing support to them.
9. To be a voice for, and to protect the interests of Seniors of African descent in Alberta.

Section 4: Interpretations

- (a) In this Bylaw, unless the context otherwise requires, words imputing the singular shall include the plural, as the case may be, and vice versa. A non-specific reference to gender shall be deemed to include all sexes. References to person(s) shall include firms, corporations, legal entities, and organizations.
- (b) The simple rules, practice, etiquette, and decorum for conducting meetings, founded on the principle of respect and tolerance including, without limitation, the manner of moving, debating and passing motions as more specifically provided in this Bylaw, shall apply to every meeting of the Organization.
- (c) The Chairperson, and in his absence the Vice Chairperson, shall preside at every general meeting of the Organization. In the absence of the Chairperson and Vice Chairperson at a duly convened meeting at which a quorum has been formed, the Executive members present at any such meeting shall, in consultation with Members present, appoint any of the Members present to preside over the meeting.
- (d) Voting at meetings shall be by simple majority. Notwithstanding this provision, voting to remove an officer or amend this Bylaw shall be in accordance with Part 9 hereunder.
- (e) The term "Board of Executives", "the Board" shall mean the Board of the Organization. They shall be appointed by members, i.e., the Management Team of the Organization

PART 2: MEMBERSHIP

Section 1: Membership: Type and Obligations

- (a) Membership of the Organization shall be open to any individual who has attained the age of 55 years or more, is a Canadian citizen or permanent resident, who applies to be a member of the Organization and has been approved by the Membership Committee and has paid the approved Registration Fee of the Organization.
- (b) The Organization shall have the following three (3) types of members, who for all intents and purposes shall, prior to admission thereof, each subscribe to the vision and mission of the Organization contained herein.
 - (i) Full Member;
 - (ii) Provisional Member;
 - (iii) Corporate Member.
- (c) **Full Membership** may be granted to any individual who agrees to abide by the Bylaw of the Organization, as well as promote the mission, and activities of the Organization as required hereunder. The person must be in **Good Standing** (as the term is defined in this Bylaw). A Full Member shall have the right to:
 - (i) be heard and contribute to any issues before a meeting of the Organization;
 - (ii) vote at any meeting of Members of the Organization; and
 - (iii) receive notice of any meeting of Members.
- (d) **Provisional Membership** may be granted to any individual who has attended 2 consecutive meetings as a guest and has submitted an application to be a member, and whose membership

is being considered but not yet approved by the Membership Committee, in accordance with this Bylaw.

(e) **Corporate Membership** may be granted to any legal entity who shares the Organization's beliefs and has been admitted as a member of the Organization, in accordance with this Bylaw.

(f) A **Member in Good Standing** is one who meets the other eligibility requirements in other relevant parts of this Bylaw and any policies or guidelines made pursuant to this Bylaw regarding eligibility and/or conflict of interest. The person must be up to date in the payment of their annual dues. A Member in Good Standing shall be qualified to hold office in the Organization.

(g) A Member in Good Standing is a Voting Member and is entitled to one vote.

(h) In an Annual General Meeting held to elect new Board of Executives of the Organization, a voting Member is entitled to cast his/her vote by Proxy in the manner stipulated pursuant to Part 6(2)(b) of this Bylaw.

(i) Application for membership of the Organization shall be made in the prescribed form with payment of the appropriate registration fee as set out in this Bylaw or any amendments thereto

Section 2: Registration Fee, Membership Dues

(a) Upon acceptance of an application to join the Organization, a new Member shall immediately pay a non-refundable one-off registration fee to the Organization. Subject to the amendment of the Bylaw in future, unless and until changed by a two-third (2/3) majority vote of Members in attendance at an Annual General Meeting at which a new Board is being elected, the applicable registration fee shall be as follows:

(i) Full Members: \$50.00

(ii) Provisional Member: \$20.00. Upon being accepted as a Full Member, a provisional member will pay the balance of \$30.00 to fulfill the registration requirement.

(iii) Corporate Member: No Registration Fee.

(b) Subject to the amendment of this Bylaw in future and until changed by a two-third (2/3) majority vote of Members in attendance at an Annual General Meeting at which a new Board is being inaugurated.

The applicable Annual Membership Dues shall be:

(i) Full Members: \$25.00

(ii) Corporate Members: No Annual Dues, where the corporate entity has donated at least \$500.00 towards the implementation of the Organization's programs in the preceding year. Otherwise, the Corporate Member shall be expected to pay an annual fee of \$250.00.

(c) **Membership in Good Standing**, as used in this Bylaw, refers to a voting Member who meets the following requirements:

(i) he/she is a fully registered Member of the Organization and was admitted as a member by the Board; and

(ii) has fully paid the current year's annual Membership Fee.

(d) Upon being accepted into membership of the Organization by the Board, a new member shall pay the Registration Fee and Annual Membership Dues immediately.

(e) A person who applies to join the Organization prior to the Annual General Meeting and but has not paid the applicable Registration Fee at the time of such application shall be known as a **Provisional Member**. Each Applicant-in-Waiting shall have his membership ratified by the vote of Board following his / her application.

(i) The Organization's fiscal year shall commence on January 1 and terminate on December 31.

(j) The Organization's Annual General Meeting shall be held in the month of November. Other general meetings of the Organization, except for an extraordinary meeting, shall be known as monthly members' meetings.

Section 2.1: Membership Benefits

(a) Notwithstanding any provision to the contrary in this Bylaw or any other policies or guidelines of the Organization, only Members in Good Standing shall be entitled to any benefits due, available and accessible to Members of the Organization. For greater certainty, each Full Member in Good Standing shall be entitled to the following benefits:

- (i) Vote at meetings;
- (ii) Attendance of members' only functions;
- (iii) Holding any elective office in the Organization, including but not limited to, Executive Board positions;
- (iv) Serving on any committee of the Organization;
- (v) Representing the Organization in any manner;

Section 2.2: Eligibility for Election to the Board of Executives

(a) No person shall hold a Board of Executives position in the Organization unless such person is a Member of the Organization in Good Standing and has:

- (i) attended not less than four (4) consecutive meetings of the Organization in the past 12 calendar months preceding the Annual General Meeting at which such Member is standing for election;
- (ii) has not been convicted of any criminal offence or on the RCMP watchlist for any criminal conduct in the past two years;
- (ii) made available to the Electoral Committee of the Organization, a national police report (RCMP) obtained within six months prior to applying for any executive position in the Organization.

Section 2.3: Membership Responsibilities

A Member shall have the following responsibilities:

- (a) **Payment of Registration Fee:** Registration Fee payable at the time of joining, or registering in, the Organization;
- (b) **Prompt payment of the applicable Annual Membership Dues** upon joining the Organization and no later than the 31st day of March of each year thereafter;
- (c) **Attendance and participation at scheduled meetings** or any extraordinary/emergency meeting of the Organization

(d) **Attendance at the Annual General Meeting** of Members and participation in the voting process, as applicable;

Section 3: Withdrawal, Expulsion and Suspension of Members

(a) A Member may withdraw his/her Membership in the Organization by a written notice to the General Secretary. The General Secretary shall promptly forward such resignation notice to the Chairperson for immediate action and all benefits including, without limitation, the receipt of the Organization's notices shall forthwith cease or be withdrawn.

(b) In the case of resignation, the resigning Member shall remain liable for the payment of any past dues, pledges, ticket event purchases, assessments or fees and the Executive shall take appropriate steps to recover the same from such resigning Member.

(c) No Member shall be expelled or suspended from the Organization without prior notification in writing of the charge or complaint against him/her and without being given an opportunity to present his/her own side of the case and be heard by a Disciplinary Committee set up for such purpose at a hearing. At least fourteen (14) days' notice shall be given to the Member by the committee prior to such hearing.

(d) A Member may be expelled or suspended for violating this Bylaw or other policies or guidelines of the Organization where the act or omission of such Member causes harm or disrepute to the Organization.

Recommendation for expulsion or suspension of a Member shall be made by a disciplinary committee, which will set up a hearing of the act or omission in question. Any appeal of the disciplinary committee's decision shall lie to the Board of Executives. The Board reserves the right to coopt or delegate any Member(s) of the Organization to further hear the appeal and advise it accordingly. The decision of the Board on the appeal shall be final and binding.

(e) Disruptive behaviour that shall necessitate suspension or expulsion from any Organization's event, function or meeting, and may warrant further disciplinary action, include but is not limited to: (i) the use of abusive languages, (ii) yelling, (iii) thuggery, (iv) mobilizing for purposes of disrupting any function of the Organization, (v) physical threat to other Member or guest, (vi) violent conduct of any nature, and (vii) intimidation.

(f) A Member dissatisfied with a decision of the disciplinary committee on any disciplinary matter shall appeal to the Board of Trustees through the office of the General Secretary within fourteen (14) days of such decision.

PART 3: MEETINGS

Section 1: Quorum

(a) Subject to other relevant sections of this Bylaw, twenty percent (20%) of voting Members in Good Standing or five (5) members, whichever is less, shall constitute a quorum at any meeting of Members, other than a committee established in accordance with this Bylaw, the quorum for which shall be determined by members of the committee.

(b) In the event that a quorum requirement is not met after the expiration of thirty (30) minutes, the meeting shall stand adjourned to another date, which new meeting date shall neither be less

than seven (7) days nor more than thirty-five (35) days from the adjourned meeting date. Any adjourned meeting of Members shall also be subject to the quorum requirement in this Bylaw.

(c) Any rescheduled meeting shall proceed regardless of the number of members present.

Section 2: Voting During Meetings,

(a) Subject to the voting requirements in this Bylaw including, without limitation, and the qualification to vote at any meeting of Members, each Member in Good Standing shall be entitled to one vote on any issue. For greater certainty, proxy voting is permitted only for the election of members to the Board of Executives pursuant to Part 6(2)(b) of this Bylaw.

(b) Unless a vote is requested, decisions on issues shall be made by consensus. Any decision made by consensus shall be so stated and recorded in the minutes of meeting.

(c) When a vote is requested on an issue, a motion shall be required before such a vote is taken, and in that case, the motion shall be duly presented or moved and subsequently seconded before the requested vote is taken on the issue.

(d) Except on matters where a two-third (2/3) majority vote of Members is required, decisions at meetings shall be carried by a simple majority of the votes of eligible Members in Good Standing.

(e) Except where a ballot is demanded pursuant to this Bylaw or where the majority of members have voted in favour of a ballot on a particular issue or matter, every motion or decision at meetings shall be voted on by a show of hands and a declaration by the chairperson that a resolution has been carried or defeated, along with an entry to that effect in the minutes book.

(f) The Chairperson or the chairperson of a meeting shall not vote on any motion or decision except in the case of an evenly split vote (tie) at which time the Chairperson shall cast the deciding vote and thereupon the motion or decision shall be declared carried or defeated.

(g) Except at an Annual General Meeting during an election year, a member who is not entitled to vote because he/she is not in Good Standing may be heard.

(h) A non-member shall neither vote nor be heard at any meeting of the Organization except if invited as a guest speaker or presenter at such meeting.

Section 3: Adjournments

(a) Any meeting of the Organization may be adjourned at any time, or rescheduled to another date or time;

(b) To adjourn or re-schedule a meeting, a motion for adjournment or rescheduling shall be moved by a member and supported by another Member.

Section 4: Annual General Meeting

(a) The Annual General Meeting ("AGM") of the Organization shall be held every year in the month of November.

(b) The mode of meeting may be any of the following:

(i) Virtual (Zoom, Skype, WhatsApp or any other modes);

- (ii) In-person;
- (iii) Hybrid, a combination of virtual and in-person type of meeting;
- (c) The Annual General Meeting in the month of November which falls in an election year shall be devoted to the election of new Board of Executives of the Organization in accordance with this Bylaw.
- (d) In an election year, the main agenda of the Annual General Meeting shall be the election of a new Board of Executives in the manner provided in this Bylaw. The election shall be conducted by the Electoral Committee pursuant to Part 6 of this Bylaw.
- (e) Members who meet the criteria to stand for election in the Organization shall be cleared by the Electoral Committee and shall each present their manifesto/position agenda to members at the Annual General Meeting in November, prior to the vote of Members.
- (f) A Member in Good Standing as at the Annual General Meeting shall be eligible to vote. The Electoral Committee shall ensure that accreditation of Members for voting at the election is carried out in accordance with this Bylaw.
- (g) Non-voting Members or guests in attendance at any Annual General Meeting where an election is being conducted shall not participate in the election.
- (h) Each Member shall be responsible for providing the General Secretary with his/her current address (surface and e-mail) for purposes of receiving notices and other correspondence of the Organization. The General Secretary shall upon such notification promptly update the Member's records in the register of Members.
- (i) Board of Executives and scheduled Members meetings of the Organization shall be held at such time and place as are determined by the Board.
- (j) A special general meeting may be called by the Chairperson of the Organization with not less than fifteen (15) days written notice to Members. The notice for such special meeting shall clearly set forth the reason for the special meeting. A special/extraordinary meeting shall only proceed on the scheduled date if the quorum requirement for meeting under this Bylaw is met. No such meeting shall proceed to business unless the quorum requirement is met

PART 4: BOARD OF TRUSTEES

4.1 Position of the Board of Trustees (*or Trustees*)

The Board of Trustees is an elected or appointed Board that assists to supervise the affairs of the Organization.

4.2 Qualifications for Membership

A Board member must:

- (a) Be a registered member of the Organization
- (b) Be a member with good knowledge of organizational finance and budgeting
- (c) Be a person with good character and interpersonal skills

4.3 The membership composition must be a maximum of three persons.

PART 5: BOARD OF EXECUTIVES

Section 1: General

- (a) The Board of Executives shall be a body elected by the Members at a duly convened Annual General Meeting scheduled for election of officers of the Organization pursuant to this Bylaw or at a properly conducted by-election to fill a vacancy.
- (b) Each Board of Executive shall carry out the functions of his/her office in accordance with this Bylaw in the best interest of Members and shall serve the Organization with integrity and in a manner that promotes unity and the objectives of the Organization.
- (c) The consensus of the Board of Executives obtained through a simple majority of such elected members shall constitute the “**Board Authority**” of the Organization.
- (d) Each Board member shall endeavour to read and understand this Bylaw and any policies or guidelines of the Organization. For greater certainty, each officer shall conduct his/her actions and carry out his/her official responsibilities in accordance with this Bylaw.
- (e) The Board of Executives shall establish and foster, with all efforts and endeavours, a strong sense of fellowship, co-operation, unity, recognition, and esteem among Members of the Organization.
- (f) The Board of Executives shall initiate and maintain all necessary insurances, securities, policies, programs, or other appropriate investment vehicles that provide adequate protection and coverage for the Organization’s real property, bank instruments, GICs and other tangible assets. For greater certainty, the Executive shall only initiate and pursue financial investments and projects that have a conservative yet growth-driven objective on behalf of the Organization and with Members approval, pursuant to this Bylaw.

Section 2: Election and Removal of any member of the Board of Executives

- (a) A Member who desires to hold any position in the Organization shall comply with the requirements set out in this Bylaw.
- (b) Each member of the Board of Executives shall be elected to office for two years, and such election, except for an election organized to fill a vacancy on the Board, shall be held at the Annual General Meeting in an election year in the manner specified under this Bylaw.
 - (b.1) Notwithstanding anything to the contrary herein, a Board of Executives member or any other elected officer may be removed from office if he/she breaches his/her oath of office or is in any way adjudged to bring the Organization to disrepute. Any motion to remove any Board Executive of the Organization under this section must be recommended by a Disciplinary Committee and subsequently approved by Members in general meeting following at least twenty-one (21) days written notice at which the motion to remove such Officer was clearly communicated to Members.
- (c) The Board of Executives shall be dissolved at the Annual General Meeting organized for the election of new Board of Executives in an election year, which for greater certainty shall be the second anniversary of the Annual general meeting held to elect such incumbent Executive.
- (d) A Board of Executives member shall be eligible to stand for a re-election for the same or other office in the Organization provided that such Officer meets the eligibility criteria established for such office under this Bylaw. Notwithstanding any provisions to the contrary

herein, a Board Executive shall not be elected for the same office or position for more than two consecutive terms.

(e) Immediately following an election, the out-going Board of Executives shall hand over/transfer all the Organization's files, information, properties, assets, records, accounting matters and books to the new Board no later than 2 weeks (14 days) from the date of the election. For clarity, a checklist of the documents, properties and materials handed over shall be clearly documented, signed by the applicable officers (outgoing and incoming), and subsequently filed in the records of the Organization.

(f) A Member in Good Standing may move a motion or submit a petition to remove a Board Executive providing the reasons for such motion or petition to the Board. No such motion or petition shall be discussed by the General Meeting unless it is properly seconded by another Member in good standing and supported by one-thirds of registered members of the Organization. The petitioner must give the Organization not less than twenty-one (21) days written notice of such a motion to Members.

(g) Notwithstanding anything to the contrary herein, a Board Executive may be removed from office if he/she breaches his/her oath of office or is in any way adjudged to bring the Organization to disrepute. Any motion to remove any Board Executive of the Organization under this section must be recommended by the Board and subsequently approved by Members in the general meeting following at least twenty-one (21) days written notice at which the motion to remove such Executive was clearly communicated to Members.

(h) The removal of a member of the Board of Executives shall be by two-thirds (2/3) majority of members at a Special Meeting called for that purpose.

Section 3: Powers of the Executives

(a) The Board of Executives shall carry on, conduct, and manage the day-to-day affairs of the Organization.

(b) The Board of Executives shall, in fairness and without bias, interpret and apply the provisions of this Bylaw and any other guidelines, policies and rules of the Organization.

(c) The Board of Executives shall be responsible for the collection and disbursement of the Organization's funds in the manner provided under this Bylaw.

(d) The Board of Executives may impose and enforce any penalties provided herein against any Member who violates the Bylaw or other guidelines, policies, or rules of the Organization.

(e) The Board of Executives shall adjudicate on any disputes arising under this Bylaw or between Members under the direction of the Chairperson, upon receiving the report of the Disciplinary Committee set up for that purpose.

(g) The Board of Executives shall have the power to set up and assign responsibilities to any committee for purposes of advancing this Bylaw. Each standing- or ad-hoc committee of the Organization established pursuant to this Bylaw shall report to the Board of Executives and carry out their responsibilities within the mandate establishing them.

(h) Subject to relevant sections of this Bylaw, the Board of Executives shall be the primary custodian of the Organization's Real Properties and assets.

Section 4: Board of Executives Meetings

- (a) Board meetings may be held at such times as are deemed necessary by the Board of Executives.
- (b) Notices of Board meetings shall be communicated to each member of the Board not less than three (3) days before the meeting is to take place.
- (c) The Board may hold emergency meetings at any time without formal notice if a quorum is formed and members have a prior knowledge of the meeting.
- (d) Three (3) members of the Executive, which shall include the Chairperson and the General Secretary, shall form a quorum for the transaction of any business at the Executive meeting. Where a quorum cannot be met, the meeting shall be adjourned.
- (e) A written resolution signed by all the members of the Board of Executives, shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

PART 6: BOARD OF EXECUTIVES: OFFICES AND DUTIES

Section 1: Board of Executives Offices

The Board offices are listed below and may not be filled at every election cycle. Members at a meeting preceding an Annual General Meeting at which elections are scheduled to be held shall vote to approve elective offices to be filled for that cycle.

Whenever the term "**Board of Executives**", or "**the Board**" are used in these Bylaws, it shall be interpreted as meaning and applying collectively to the following office holders:

- (i) Chairperson
- (ii) Vice Chairperson
- (iii) General Secretary
- (iv) Treasurer
- (v) Director of Communications
- (vi) Director of Operations
- (vii) Legal Adviser

Section 2: Duties of the Chairperson

The Chairperson is the Organization's "**Chief Executive Officer**" and in this capacity he/she shall provide direction for the Organization, conduct his/her function in good faith and in the best interest of the Organization, and coordinate the affairs of the Organization within the mandate stated in this Bylaw.

Accordingly, the Chairperson shall perform the following duties:

- (a) call and preside over all meetings of Members of the Organization and of the Board of Executives, as well as any other activity of the Organization other than an activity which requires performance through a committee set up in accordance with this Bylaw;
- (b) coordinate, motivate and mediate on any matters arising in the Organization or amongst Members;

- (c) responsible for the general management and supervision of the affairs and operations of the Organization.
- (d) sign all resolutions, documents, and membership certificates, in conjunction with any other Executive Officer nominated as co-signatory for that purpose.
- (e) be an ex-officio member of all committees of the Organization.
- (f) present a written report of the Organization's activities at the Annual General Meeting.
- (g) Be a principal signatory to the Organization's Account and cheques with the General Secretary, and Treasurer as alternates.

Section 3: Duties of the Vice-Chairperson

The Vice-Chairperson shall:

- (a) be the Chair of the Funds/Grants Committee
- (b) give absolute, direct, and constructive support and assistance to the Chairperson.
- (c) have delegated authority to fulfill all the duties of the Chairperson in the event of his/her absence or when specifically assigned to do so by the Chairperson;
- (d) fill in for the General Secretary when he/she is absent.
- (e) be responsible for the coordination of various programs and committees. Act as liaison between committees and the Board pursuant to their terms of reference.
- (f) present quarterly updates and reports to the Board, and subsequently to Members at scheduled Members' meetings.
- (g) lead the Community Liaison Committee and the community networking program of the Organization by liaising with other organizations with similar goals to foster mutually beneficial collaboration.

Section 4: Duties of the General Secretary

The General Secretary shall be the Chief Administrative Officer of the Organization and he/she shall:

- (a) Take, maintain, and keep the minutes of the Organization's general and executive meetings, or such other minutes of the meeting involving the Organization, as may be directed by the Chairperson, from time to time.
- (b) Keep the record of the minutes of meetings of the Organization and the Board of Executives, as well as all reports of any committees set up under this Bylaw.
- (c) Be the custodian of all correspondence, notices, written motions, and minutes of meeting of the Organization, as well as copies of all policies, guidelines, rules, contracts, legal documents, agreements, and shall ensure their safe keeping and custody at all times.
- (d) Notwithstanding anything to the contrary herein, the General Secretary shall keep or cause to be kept an electronic folder wherein shall be properly recorded:
 - (i) a copy of the Bylaw of the Organization, and any resolutions altering or adding thereto;
 - (ii) copies or originals of all the Organization's incorporation documents, registers and resolutions as required by the applicable Alberta law;

- (iii) a copy of the minutes of all Board of Executives and general meetings including financial statements.
- (iv) copies or originals of all the Organization's incorporation documents, registers and resolutions as required by the applicable Alberta law;
- (v) a copy of the minutes of all Board of Executives and general meetings including financial statements.
- (e) Be responsible for all required stationery supplies, the printing and distribution to Members of all rules, policies, guidelines, notices, and other materials required for meetings or information of Members.
- (f) Maintain the Website and any social media sites of the Organization and, in that capacity, review any information or document required to be placed on these sites, and upload, update and edit documents approved for placement on the Website or social media site.
- (g) Maintain electronic records and filing system provided that such electronic filing system and minutes are password protected, and which password must be known to each of the Chairperson and Vice-Chairpersons. At the end of each calendar year, the General Secretary shall burn the electronic records and files into a CD, memory stick or other recording gadgets as a back-up.
- (h) Administer the official correspondence of the Organization under the direction of the Board.
- (i) Keep accurate electronic records of all Members of the Organization, including their addresses and telephone numbers.
- (j) Be responsible for receiving all written notices of motion and shall cause the proper distribution of same to Members as required under this Bylaw.
- (k) Co-sign, as required, all resolutions and correspondence of the Organization in conjunction with the Chairperson.
- (l) Be the custodian of the Organization's Seal, and the Seal shall not be used for any purpose except for authenticating Organization's properly executed documents as evidenced by the signature of the Chairperson and the General Secretary, or the Chairperson if the documentation requires one signatory.
- (m) Keep any certificates, title documents and other documentation relating to the Organization's real property, assets, and other property interests of whatever nature.
- (n) Send out notices of meeting and other correspondence on behalf of the Organization and/or the Executive as directed, from time to time, by the Chairperson.
- (o) Be a signatory to the Organization's bank account and cheques with the Chairperson as the principal officer and the Treasurer as an alternate.

Section 5: Duties of the Treasurer

The Treasurer shall be the Chief Financial Officer of the Organization and shall:

- (a) Collect all dues and fees required by the Organization in accordance with this Bylaw.
- (b) Keep and maintain full and accurate records of all receipts and disbursements of the Organization's monies in proper book(s) of account(s).

- (c) Promptly deposit all monies or other valuable items and materials of the Organization in such bank or banks as may from time to time, be designated by the Board of Executives.
- (d) Disburse all monies of the Organization pursuant to the written directions of the Board of Executive.
- (e) Prepare a written annual financial report for presentation at the Annual General Meeting as well as interim reports when requested for each meeting of the Board of Executives throughout the year. A copy of each financial report shall be submitted to the General Secretary for the Organization's records.
- (f) Collect annual membership dues and receive other financial receivables of the Organization.
- (g) In collaboration with the Chairperson and the Board of Executives, be in charge of preparing the budget of the Organization.
- (h) Be an alternate signatory to the Organization's bank accounts and cheques with the Chairperson and the General Secretary.

Section 6: Duties of the Director of Communications

The Director of Communication shall:

- (a) The Director of Communications shall be responsible for promoting the Organization and the issuing of all press releases, notices, and other information to the appropriate media.
- (b) The Director of Communications shall present a written report of his/her prior year activities at the Annual General Meeting including, without limitation, attendance on any functions or events on behalf of the Organization.
- (c) The Communications Director shall be responsible for all promotional materials and shall be accountable for such property.
- (d) The Communications Director shall be the liaison between this Organization and other organizations worldwide.

Section 7: Duties of the Director of Operations

The Director of Operations shall:

- (a) Be responsible for the physical projects and social programming of the Organization and shall advise the Board or any other committee set-up to arrange social activities or projects on programming and related matters.
- (b) support, consult and in every way possible, cooperate with the Chairperson, the Board of Executives, and any applicable committees to ensure the smooth organization and success of all the Organization's activities.
- (c) At all times and in all cases, advance the best interest of the Organization through coordination of the Organization's social functions.
- (d) Be the chair of the Youth Empowerment/Mentorship Committee.
- (e) In collaboration with the Board of Executives, lead the welfare and mental health programs of the Organization as the chair of the Health and Community Education Committee.

(f) Be the events coordinator for the Organization.

Section 8: Duties of the Legal Adviser

The Board of Trustees, shall retain/appoint a lawyer who is admitted to the Bars of Alberta, to act as the Legal Adviser of the Organization. Such person shall possess considerable experience in law practice.

I. *Term:*

The Legal Advisor shall hold office for a period of two years subject to the possibility of reappointment for one or more subsequent terms of two years. However, the Legal Adviser may resign or withdraw at any point from such position after due consultation with the Board of Executives. However, the Legal Adviser may not withdraw or resign in a manner that may harm the legitimate interests of the Organization. The Board may decide to ask for the resignation, terminate or void the appointment of the Legal Adviser if it is able to establish a conflict of interest or anti-Organization activities. The decision of the Board will be final.

II. *The Legal Adviser shall:*

- (i) Advise the Organization, the Chairperson and the Board of Executives, all standing and ad-hoc committees of the Organization on all legal matters referred to him/her in connection with the business of the Organization.
- (ii) Represent the Organization or cause another lawyer of reasonable competence to appear for and represent the Organization in all adjudication whether administrative or judicial in nature.
- (iii) In the discharge of his/her functions, shall observe the highest standards of ethical responsibility accustomed to by the members of the legal profession, and shall particularly treat the affairs of the Organization with the highest level of confidentiality.
- (iv) Any work done by the Legal Adviser, whether prior or subsequent to the execution of these bylaws, shall be deemed to have been done with proper authority of the Organization. The Legal Adviser shall advise the Board of Executives of any costs or financial responsibility of the Organization (if any) prior to commencement of such duties.

PART 7: ELECTORAL PROCESS

Section 1: General Requirements

(a) Election of officers and members of the Board shall be at a General Meeting called for that purpose.

(b) The incumbent board shall stand dissolved by a motion of the Membership in attendance at a duly scheduled meeting for the purpose of conducting elections, unless the tenure of that Board is extended for no more than one (1) month by a Special Resolution.

Section 2: Right to Vote

(a) A Member in Good Standing shall be eligible to stand for election and/or vote at any election organized by the Organization or on any motion raised at any Member's meeting.

(b) A Member in Good Standing may vote by Proxy, provided that the Proxy is delivered or communicated by e-mail to either the Chair of the Electoral Committee or the General Secretary at least one (1) week before the date scheduled for the election, and in the manner provided hereunder and the nominated Proxy is eligible to vote on his own account under this Bylaw.

Section 3: Election Schedule

(a) In each election year, the notice of meeting for the January monthly general meeting shall clearly notify Members that the general election to the of Board Executives shall take place at the April Annual General Meeting, and that the Electoral Committee shall be elected by Members at the January monthly general meeting.

(b) Election to the Electoral Committee shall be a separate item on the agenda of the January monthly meeting of any election year.

(c) Nominations of members interested in running for Board of Executives office shall open once the Electoral Committee has been elected and made available to Members not later than a week thereafter.

(d) Members presenting themselves or nominating other members shall include their names on the nomination forms, as designed by the Committee and approved by Members. Each nomination must be seconded by one member in good standing in order to be eligible for any office.

(e) The Electoral Committee shall list and tabulate all nominations for the positions and shall send the list to Members of the Organization in Good Standing at least ten (10) days prior to the election.

(d) The Electoral Committee shall prepare a spreadsheet containing the ballot list with the names of all nominees for all positions in an alphabetical order.

(e) The Electoral Committee shall send the ballot to Members of the Organization not later than ten (10) days prior to the election. The ballot shall also be made available and ready for use on the day of the election.

(f) There shall be a manifesto presentation by approved candidates aspiring to be elected into any Board office at a Members' meeting preceding the meeting scheduled for the election. Members running or nominated to run for an office shall present agendas for the positions they are running for, and provide the reasons and their qualifications to take such responsibility. The candidates for Board Executive positions are encouraged to present sufficient background information about themselves to enable voting Members to make the best judgment regarding their capability and capacity for the office or position they seek.

(g) If there is only one candidate for a position, then such candidate shall be declared elected to the office or position, provided that such person meets the basic qualification requirements and criteria established in this Bylaw for such office.

(h) Following election, votes of Members shall be collated and ranked by the Committee.

(i) The successful candidates for each position shall be announced by the Chair of the Electoral Committee and shared through Members' electronic addresses.

(j) Newly elected member of the Board of Executives shall assume office following their election, after taking the Organization's Oath of Office attached in Schedule "A" of this Bylaw.

(k) Outgoing Board of Executives shall work with each newly elected Board of Executives to ensure timely settlement into their respective positions and a smooth transition.

PART 8: FINANCES

Section 1: Financial Asset Control

- (a) All financial documents of the Organization, including without limitation, cheques, Promissory Notes, Bills of Exchange shall be co-signed by the Chairperson and either the Treasurer (CFO) or the General Secretary.
- (b) All title, assets or property related documents of the Organization including, without limitation, transfer documents, sale or purchase agreements, assignments, Deeds, mortgages, licenses, agreements, contracts and engagement on behalf of the Organization shall be signed in the manner provided under this Bylaw.
- (c) For the purpose of carrying out its objective, the Organization may borrow, raise, or secure funds or monies in accordance with the applicable laws.
- (d) All properties acquired with the funds or monies of the Organization shall become the property of the collective membership and shall accordingly be used only for Member's collective interest and benefit and for the privilege of Members in Good Standing. Any sale, disposal, or transfer of any such property shall be carried out in accordance with this Bylaw. Notwithstanding anything to the contrary hereunder, no such sale, disposal or transfer of property will be effective unless upon prior recommendation of the Executive and the subsequent approval by at least a two-third (2/3) majority vote of Members at a general meeting called with not less than twenty-one (21) days written notice thereof.
- (e) The Board of Executives may approve disbursements of amounts up to \$1000 fund for emergency spendings on approved materials/projects. Any disbursement in excess of this amount shall be approved by Members at a scheduled monthly meeting either as individual item or as part of a large budgetary proposal.
- (f) Except to the extent provided hereunder, the Executive and/or any other Member of the Organization shall not be paid or otherwise receive any remuneration for services performed for the Organization.
- (g) A member hired in any professional capacity or employed in any capacity by the Organization shall be entitled to payments or salary agreed prior to such engagement and which remuneration have been approved by the Members pursuant to this Bylaw.
- (h) A Member may, however, be entitled to reimbursement for any reasonable personal expenses incurred in rendering pre-approved services to the Organization or for any approved purchase(s) made on behalf of, or for the benefit of the Organization and validated with a receipt; Any such expenditure must be obtained with approval from the Chairperson or the authorized member of the Board of Executives. For greater certainty, the Organization shall not reimburse any expenditure that is not approved in the manner stated herein or which was approved but the original receipt has yet to be submitted in the manner required herein.

Section 2: Inspection of Books and Records

- (a) A Member in Good Standing shall be entitled to inspect all books and records of the Organization, in whatever manner kept, at the Annual General Meeting. A review of the books and records shall be performed by relevant professional body in the jurisdiction in a diligent and professional manner.

(b) A Member in Good Standing may, upon fourteen (14) days prior written notice to the Board Executive delivered to the General Secretary, request to inspect the books and records of the Organization. The Organization shall not be under any obligation to provide copies of such books or records to the requesting Member nor shall such a Member copy such records during the inspection for purposes of the privacy and confidentiality of the information of the Organization's Members contained therein.

(c) To the extent required to perform their duties under this Bylaw, each member of the Board of Executives shall, at all times, have access to the books and records of the Organization.

(d) The books, accounts and records of the Organization kept by each of the General Secretary and Treasurer shall be audited at least once every 2 years by the Boards and/or by an auditor appointed by the Board and approved by Members in general meeting. For greater certainty, the audit must coincide with the end of the 2-year term of Board of Executives. Provided that any auditor engaged to review and audit the financial books of the Organization shall be a professionally qualified auditor or accountant duly licensed to perform such services and in good standing with the relevant professional body in the jurisdiction and shall perform such service in a diligent and professional manner.

(e) The audited financial statement of the Organization for the year ended December 31 shall be presented to Members at a scheduled Members meeting following such end of year or as agreed by Members.

Section 3: CRA Reporting

(a) The annual tax filing for the Organization shall be performed by the Treasurer after its review and approval by the Board of Executives.

(b) When the Organization receives its tax-deductible status, all donations filed to the Canada Revenue Agency (CRA) under this status shall be given appropriate receipts accruing to such donors and appropriately reported in the ledger of receipts of the Organization.

PART 9: COMMITTEES

Section 1: Standing Committees:

There shall be two (2) standing committees of the Organization. All committees shall comprise of odd-numbered members for ease of decision-making through voting on any matter before the committee.

Section 1.1: Membership Committee

The Membership Committee shall:

- (a) Work to identify the needs of members.
- (b) Screen new members in accordance with this Bylaw.
- (c) Recommend the development of services to meet members' needs.
- (d) Conduct market studies from time to time as directed by the Board to determine the focus of the Organization's membership policies and its effectiveness.
- (e) Promote an understanding of the Organization's needs.
- (f) Increase membership through recruitment.

(g) In collaboration with the Director of Communications, keep current members updated on relevant events and information.

Section 1.2: Disciplinary Committee

The role of the disciplinary committee is to ensure that members participate honestly to fulfill the Organization's missions and to recommend appropriate disciplinary actions for aberrant behaviours. It is intended to ensure that the behaviour of members are in accordance with Canadian Laws and that members' actions align with the standards of operations identified in this Bylaw.

The Disciplinary Committee shall address matters referred to it by Members through the Board of Executives. It shall:

- (a) Investigate acts that are not in compliance with the laws of Canada and are not in alignment with the standards of operations identified pursuant to relevant sections of this Bylaw.
- (b) Ensure that members are committed to and working in accordance with the Organization's principles as expressed in its mission statement.
- (c) Recommend sanctions for acts or behaviours that may damage the image and reputation of the Organization.
- (d) Recommend appropriate measures that may be taken to mitigate aberrant behaviours by any of its members. Such measure may include but are not limited to, (i) reprimand, (ii) suspension, (iii) expulsion, including (iv) referral to appropriate authorities, where such acts are of a criminal nature.

Section 2: Ad Hoc Committees

To ensure efficient and inclusive running of the Organization, the Board of Executives may from time to time set up ad hoc committees to review, investigate, undertake a task, provide additional information, or otherwise perform a duty for the best interest of the Organization.

The Board of Executives, acting through the Chairperson, shall provide the term of reference for each *ad hoc* committee and the time within which the committee shall complete and submit or present its report/findings to the Board and/or the general meeting. In this regard:

- (a) The Board of Executives shall nominate/appoint a chair or co-chairs for each *ad hoc* committee and the nominees presented to Members at the next monthly general meeting following such nomination.
- (b) The chair or co-chair of the committee shall hold such position at the discretion of the Board of Executives.
- (c) Nominees to any *ad hoc* committee shall be Members in Good Standing at the time of their nomination and who are willing to volunteer their time and services to promote the interest of the Organization for the benefit of Members.
- (d) Members of *ad hoc* committees may be invited to attend meetings of the Board of Executives, but such members are not entitled to receive any written notice of such executive meeting and shall have no voting rights at such meeting. For greater certainty, the invited committee members shall leave the meeting when requested to do so by the Executive.

(e) The Board of Executives shall dissolve, or change the members of, any *ad hoc* committee if they determine that such committee or its members are unable to fulfill their task and shall immediately notify Members of such development.

Section 2.1: Terms of Reference for Ad Hoc Committees

(a) The Board of Executives shall provide each *ad hoc* committee with terms of reference and guidelines regarding their roles, responsibilities, and the time within which to complete their project, task or assignment.

(b) Each *ad hoc* committee shall comprise of the number of persons the Executive deems necessary to accomplish the task under consideration. To ensure inclusiveness and robust performance, an *ad hoc* committee shall not comprise of less than three (3) members.

(c) Unless instructed otherwise by the Board of Executives, an *ad hoc* committee shall present a written report on all its activities to the Board and/or Members.

(d) Upon request, the Board of Executives may extend the time within which an *ad hoc* committee is required to complete and present its report.

Section 2.2: Electoral Committee

In the Members meeting preceding the AGM of any election year, a minimum of three (3) Members of the Organization in Good Standing shall be elected by Members as Electoral Officers with the mandate to organize, conduct and oversee the election of new Board of Executives of the Organization. One of the Electoral Officers shall be approved by Members as the Chairperson of the Electoral Committee.

(a) The Electoral Committee shall serve for a period of two (2) years following their appointment.

(b) The term of any Electoral Committee shall terminate following the election of a new Electoral Committee.

(c) During their term, the Electoral Committee shall conduct interim elections, if necessary, to fill any elective vacancy in the Organization.

(d) The Electoral Committee shall in all cases organize and conduct election to offices through secret ballot following proper and fair verification of Members for purposes of determining eligibility to vote pursuant to this Bylaw.

(e) Election disputes shall be promptly settled by an ad-hoc Dispute Resolution Committee headed by the Legal Adviser of the Organization and two (2) other members knowledgeable in dispute resolution. The recommendation of this committee shall be presented to Members for ratification at a monthly meeting at which the notice of such meeting includes the committee's presentation as a line item in the proposed agenda.

Section 2.3: Other Committees

Other ad-hoc committees may include but are not limited to the following:

- (i) Funds/Grants Committee
- (ii) Health / Community Education Committee
- (iii) Youth Empowerment / Mentorship Committee
- (iv) Political Action Committee

The Organization may add other committees as are needed from time to time through a motion of the house and the support of 2/3 majority of Members in Good Standing, present at the meeting where the motion is made.

PART 10: AMENDMENT OF THE BYLAW

Section 1: Amendments

(a) This Bylaw shall not be suspended, altered, or added to, except by a Special Resolution of Members passed at a duly convened general meeting.

(b) *Special Resolution* shall mean a majority of not less than three-quarters (75%) of such Members entitled to vote as are present virtually or in person at a duly-called Members' meeting in which a quorum is formed and of which twenty-one (21) days written notice specifying the intention to propose such a Special Resolution has been given to Members in the manner provided herein.

Section 2: Dissolution

In the event of a dissolution or liquidation of the Organization:

(a) All assets remaining after payment of liabilities will be distributed to one or more recognized charitable organizations as determined by the Members in general meeting, pursuant to the advice of the Board Executives.

(b) Should they fail to do so or are unable to convene a valid meeting to make this decision, an appointed liquidator by the province shall nominate such charitable organization.

PART 11: DECLARATION

Section 1: The Seal

The seal of the Organization shall be under the control of the Board and shall be preserved by the General Secretary. The Chairperson shall execute and affix the seal of the Organization on all contracts or other documents of the Organization required to be executed under the seal of the Organization.

Section 2: Members' Declaration

"We the undersigned, hereby declare that the mission of our Organization is to provide our members with a forum to exercise their rights, in accordance with the established goals of the Organization. Furthermore, the Organization shall take whatever lawful procedures that may be required to fulfill its goals for the purpose of a viable, vibrant and united organization."

APPENDICES

Schedule A: OATH OF OFFICE

I, -----, do solemnly and sincerely promise and swear (declare) that I will truly and faithfully, and to the best of my skill and knowledge, execute the powers and trusts reposed in me as -----(*office*) for the Heritage Roots Coalition, Edmonton. And that I will not, without due authorization, disclose or make known any matter or thing which comes to my knowledge by reason of my membership of the Board of Executives of the Organization. So help me God.

Schedules B: Heritage Roots Coalition's Organogram

Schedule C: Electoral Guidelines

Schedule D: Financial Matters – Procurement & Purchasing