



# Organizational Bylaw

*for: HERITAGE ROOTS COALITION*

## **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 its administration and operations”*

*IN WITNESS WHEREOF, the undersigned, have subscribed to these bylaws this  
31<sup>st</sup> day of January, 2026, as follows:*

*I, Thomas Bankole as Chairman of 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 virtually at the City of Edmonton T5H 2J9 on the 31<sup>st</sup> day of January, 2026*

*Signed: T.O. Bankole: Date 31<sup>st</sup> January, 2026  
(Organization’s Chairperson)*

*Date of Final Adoption: 31<sup>st</sup> day of January, 2026*

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## 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 African, Caribbean and Black (ACB) community with the purpose of imparting knowledge and wisdom within the arsenal of acquired life experiences, when called upon.
7. To motivate and mentor ACB Youths to actively participate in all facets of the Canadian society, including participation in the political process.
8. To be a resource group for African descent youths and young adults of by connecting with and providing support to them.
9. To be a voice for, and to protect the interests of, African descent Seniors 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
- (f) The terms Board of Executives, Board of Executives member, Board, or Board Executive are used interchangeably and shall mean the same thing in this Bylaw.

## 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, a Canadian citizen or permanent resident, who applies to be a member of the Organization, has been approved for membership by the Membership Committee, and has paid the approved Registration Fee to the Organization.
- (b) Notwithstanding the above, attendance at all public events and programs of the Organization shall be open to all members of the community regardless of demographic classification or cultural background.
- (c) The Organization shall have the following two (2) types of membership, 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;
- (d) **Full Membership** may be granted to any individual who agrees to abide by the Bylaw of the Organization, as well as promote the vision, 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.

**(e) Provisional Membership:**

- (i) May be granted to an Individual who submits a membership application after the last day of June in a particular year and whose application is being considered, but not yet approved by the Board in accordance with this Bylaw;
- (ii) A provisional member shall not be considered for full membership unless:
  - a. She/he has attended 2 consecutive meetings before the end of the organization's calendar;
  - b. She/he has paid a pro-rated assessed annual membership contributions as may be determined from time to time;
- (iii) A provisional member may vote but shall not be elected to any elective position while still being considered, but has not been approved, for full membership.

(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 Membership Contributions. 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 7(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**

(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) There shall be an amount of \$50.00 payable as one-time registration fee by all members, regardless of their membership status.

(b) Annual Membership Contribution:

- (i) Full Members: An annual membership contribution of one-hundred and twenty (\$120) dollars per year shall be made by all full members of the organization.

- (ii) Provisional Members, shall pay a pro-rated annual membership contribution of 50% of the annual contribution set by the Board from time to time.

(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) He/she is up-to-date in the payment of the current year's annual Membership Contributions;

(iii) He/she has attended at least four (4) consecutive meetings of the Organization in the preceding 12 calendar months before the Annual General Meeting, or if he/she became a member after the month of June, has attended two (2) consecutive meetings before the Annual General Meeting of the year in which they became a member;

(iv) has volunteered to serve in at least one committee in the past two (2) calendar years.

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

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

(f) 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 provisions 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. He / she shall be able to:

(i) Vote at meetings;

(ii) Attend of members' only functions;

(iii) Hold elective office in the Organization, including but not limited to, Executive Board positions;

(iv) Serve on any committee of the Organization;

(v) Represent the Organization in any manner;

(vi) Attend monthly and annual general meetings of the organization.

A register of Members in Good Standing shall be published in the month of October of every year. This register shall be used to determine the eligibility of members to vote or contest for elective positions in the Organization.

### 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 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) Payment of appropriate **Annual Membership Contributions** upon joining the Organization;
- (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 with 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 are 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, where the chairperson and the general secretary or their designates are present, shall proceed regardless of the number of members present. These designations shall be properly communicated to the members, at least, three (3) days before the date for the rescheduled meeting.

### 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 7(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) 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.

(g) 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. A motion so moved must be supported by a majority present at such meeting.

#### 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 eligibility 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) The 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

(a) 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.

## (b) Qualifications for Membership

A Board member must:

- (i) Be a registered member of the Organization in Good Standing;
- (ii) Be a member with good knowledge of organizational finance and budgeting;
- (iii) Be a person with good character and interpersonal skills;
- (iv) Have served on the Board of Executives for at least one term of two years.

(c) 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 member 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 Board 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 a term of 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) A member so elected can seek re-election to the same Board position for another term of two (2) years.

(b.2) 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 a 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 to 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.

(f) 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.

(g) 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 3a: Executive Action of the Board**

(a) The Board may exercise any executive action or make decisions on any urgent matter or matters, not otherwise provided for in this Bylaw, provided that such action or decision shall be presented to the general membership with reasons for the action, at the following General Meeting of all members.

(b) At the general meeting following the proclamation of an executive action or executive decision, the general membership of the organization shall ratify or reject the action or decisions by a simple majority of members present at the meeting.

(c) Where an executive action or decision is rejected by the general membership as aforesaid in 3(a)(b) above, such action or decision shall be null, void and of no effect; otherwise, such action or decision shall stand and become valid retroactively from the date the action or decision was taken.

### **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 IT and Social Media
- (vii) Director of Operations
- (viii) Director of Events/Programs
- (ix) Director of Projects
- (x) Ex-Officio Member

### 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) be 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 observer-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) 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;

- (b) be responsible for the coordination of various programs and committees. Act as liaison between committees and the Board pursuant to their terms of reference.
- (c) give direct, and constructive support and assistance to the Chairperson.
- (d) fill in for the General Secretary when he/she is absent.
- (e) present quarterly updates and reports to the Board, and subsequently to Members at scheduled Members' meetings.
- (f) be chair of the Community Liaison Committee and, working with the Director of Communications, lead the community networking program of the Organization by liaising with other organizations that have similar goals to those of Heritage Roots Coalition, to foster mutually beneficial collaboration.
- (g) Be the chair of the Youth Empowerment / Mentorship Committee.

#### 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 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.

(g) Administer the official correspondence of the Organization under the direction of the Board.

(h) Keep accurate electronic records of all Members of the Organization, including their addresses and telephone numbers.

(i) Be responsible for receiving all written notices of motion and shall cause the proper distribution of same to Members as required under this Bylaw.

(j) Co-sign, as required, all resolutions and correspondence of the Organization in conjunction with the Chairperson.

(k) 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.

(l) Keep any certificates, title documents and other documentation relating to the Organization's real property, assets, and other property interests of whatever nature.

(m) 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.

(n) Be a signatory to the Organization's bank account and cheques with the Chairperson as the principal officer and the Treasurer as an alternate.

(o) Provide oversight for the maintenance of the Website and any social media sites of the Organization and, in that capacity, review any information or documents required to be placed on the Website or social media site.

## 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 Executives.

(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 contributions and receive other financial receivables of the Organization.

(g) Working with the Chairperson and the Board of Executives, be in charge of preparing the budget for 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 Communications shall:*

- (a) be responsible for promoting the Organization and the issuing of all press releases, notices, and other information to the appropriate media.
- (b) be responsible for all promotional materials and shall be accountable for such property.
- (c) Develop and implement dynamic Communication Plans to support fundraising, community outreach, and awareness initiatives;
- (d) Collaborate directly with the board, and provide a meaningful voice in strategic initiatives and organizational direction.
- (e) Coordinate the Organization's social media (content planning, posting, analytics, and engagement) across multiple platforms;
- (f) Coordinate the writing of clear, engaging content for digital (email, website, social), print, and internal audiences;
- (g) Coordinate marketing campaigns, events, and program outreach with agility and attention to detail;
- (h) Nurture relationships with the media, partners, and stakeholders;
- (i) Ensure all messaging aligns with the Organization's values, and commitment to advocacy on diversity, equity, and inclusion;
- (j) present a written report of his/her prior year's activities at the Annual General Meeting, including without limitation, attendance of any functions or events on behalf of the Organization.
- (k) be the chair of the Communications Committee.
- (l) be the liaison between the Organization and other organizations, locally or internationally.

## Section 7: Duties of the Director of IT and Social Media

The IT Director is responsible for coordinating and managing the technology needs of the organization, as well as managing online communities, ensuring a cohesive brand voice, and creating engaging content. This role plays a crucial part in the Organization's online presence. This position shall be responsible for creating and scheduling content, interacting with users, analyzing engagement data, and running social media advertising campaigns. It shall ensure that the online community is served fresh and relevant content while promoting the Organization's programs, services or events. Below are two major groupings of the roles of this position.

### 1) IT Responsibilities:

- (a) Manage and coordinate all IT-related matters including systems integration, data, wireless communications, security, and storage.
- (b) Assess the organization's IT needs and make recommendations for upgrades or changes.
- (c) Manage the operation and maintenance of IT equipment and software.

## 2) Social Media Responsibilities:

- (a) Provide attractive and informative social media campaigns;
- (b) Monitor all social media content;
- (c) Track the performance of the campaign;
- (d) Apply SEO (Search Engine Optimization) tactics to ensure maximum consumer engagement and maintain social media profiles on behalf of the organization.

## Section 8: Duties of the Director of Operations

The Director of Operations shall:

- (a) Be responsible for managing the operations / programs necessary to ensure that the organization achieves its objectives.
- (b) Work with the Board of Executives to set the organization's strategic goals, and translate these into specific operational objectives.
- (c) As part of the planning process, work out the resources, including people and finance, needed to achieve these objectives.
- (d) Coordinate and lead the committee that will secure the resources for implementing programs.
- (e) Be the chair of the Funds / Grants Committee. He/she shall lead the process of applying for grants and for obtaining government funding.
- (f) The key characteristic of a not-for-profit like Heritage Roots Coalition is that many of the Organization's activities are likely to be carried out by volunteers. Consequently, the Director of Operations shall put in place policies and procedures specifically for recruiting, managing and retaining volunteers.
- (g) Make sure that all activities of the organization are monitored, and the key performance indicators (KPIs) reported on a regular basis so that he / she can be sure that the objectives will be achieved.
- (h) Support, consult and in every way possible, cooperate with the Board of Executives, and any applicable committees to ensure the smooth delivery and success of all the Organization's operations.
- (i) 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.

## Section 9: Duties of the Director of Events

The Director of Events shall:

- (a) Be responsible for the social programming of the Organization and shall advise the Board or any other committee set-up to arrange social activities on programming and related matters.

(b) support, consult and in every way possible, cooperate with the Board of Executives, and any applicable committees to ensure the smooth delivery and success of all the Organization's events and 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) In collaboration with the Director of Operations, put in place policies and procedures specifically for recruiting, managing and retaining volunteers for the Organization's events and activities.

(e) make sure that all activities of the organization are monitored, and the key performance indicators (KPIs) reported on a regular basis so that he / she can be sure that the objectives will be achieved.

(f) 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.

(g) Be the chair of the Events Committee.

## Section 10: Duties of the Director of Physical Projects

In the strategic vision of Heritage Roots Coalition, the role of the Project Director holds immense significance. The occupant of this office must combine passion with professional expertise; he / she would play a vital role in managing and executing facility projects that drive positive change in accordance with the vision of the Organization.

The Project Director shall:

(a) In collaboration with the Board of Executives, lead infrastructure leasing and procurement projects. He / she shall define project scope, objectives, deliverables, and timelines, that align with the Organization's overall strategy, and present them to the Board of Executives for approval.

(b) Efficiently allocate resources, including human capital, finances, and materials, to ensure projects progress smoothly.

(c) Act as a central point of contact for all project-related communications; facilitate seamless collaboration between various teams to maintain project momentum and foster a positive working environment.

(d) Implement robust monitoring and evaluation mechanisms to assess project progress and impact.

(e) Make sure that all projects / programs of the Organization are monitored, and the key performance indicators (KPIs) reported on a regular basis so that he / she can be sure that the objectives will be achieved.

(f) Prepare comprehensive progress reports for the members and external stakeholders. These reports should provide clear insights into project achievements, challenges faced, and lessons learned.

(g) Be the chair of the Facilities Committee.

## Section 11: Duties of the Ex-Officio Member

The immediate past chairperson of the Board shall be an ex-officio member of the Board that succeeds its tenure. He/she shall:

- (a) participate in every Board meeting called to discuss the affairs of the organization.
- (b) vote on all matters before the Board.
- (c) If requested, provide advice/context on matters related to issues that were presented to his/her Board for decision-making
- (d) serve until another Board is elected and inaugurated.

## 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.
- (c) The nominated Proxy must be eligible to vote on his / her 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 Board of Executives shall take place at the November 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 may 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, provide reasons for running, and their qualifications to take such responsibility. The candidates for Board of Executives 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: Finance and 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.

(e) Notwithstanding anything to the contrary hereunder, no such sale, disposal or transfer of property will be effective unless upon prior recommendation of the Board of Executives 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.

(f) 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.

(g) Except to the extent provided hereunder, no member of the Board of Executives and/or any other Member of the Organization shall be paid or otherwise receive any remuneration for services performed for the Organization.

(h) A Member may 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 preserving 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 reviewed by an appointed audit team, at least once every 2 years, or by an auditor appointed by the Board of Executives and approved by Members at a general meeting. For greater certainty, the financial book inspection / 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 actions for aberrant behaviours.

It is intended to ensure that the behaviour of members is 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 timeline within which an *ad hoc* committee is required to complete and present its report.

### Section 2.2: Electoral Committee

In the Members meeting (i.e., October 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 a Legal counsel appointed by Members, 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) Membership Committee
- (iii) Health / Community Education Committee
- (iv) Youth Empowerment / Mentorship Committee
- (v) Political Action Committee
- (vi) Physical Projects Committee
- (vii) Events Committee
- (viii) Communications Committee

The Organization may add other committees as are required 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 a 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