

Indigenous Gathering Place Society of Calgary Bylaws

Preamble

- The official name of The Society shall be the Indigenous Gathering Place Society of Calgary as determined by the founders.
- This document represents the general bylaws of The Society. These bylaws regulate the governance matters of The Society, harmonizing the traditional oral practices of Indigenous Peoples and western contemporary modes of managing the ethical and legal affairs of The Society as parallel processes.

Oral Tradition and Ceremonies

- The oral tradition and ceremonies of the Indigenous Peoples of this land are to be recognized as equally valid and equally necessary to the written tradition by which these documents are granted their authority.
- Any direction taken or decisions made in accordance with these bylaws at any meeting through any vote shall also be subject to the oral tradition and ceremonies of the Indigenous Peoples of this land before it is considered duly made.
- At any meeting of the members of The Society or public presentation of the decisions of this Society, the representatives of The Society are bound and sworn to adhere to the oral traditions and ceremonies of this land as guided by elders or knowledge keepers.
- Elders or knowledge keepers are to be relied upon to guide, to support, and share their knowledge.

Smudge

- Smudge must be conducted prior to any official business of this Society.
- Smudge must be performed prior to any form of conflict resolution surrounding the concerns of this Society.
- Members of The Society will endeavour to learn the significance of smudging and how it relates to ethical space.

Voting Process

- The voting process for all decisions of The Society are to be made through consensus.
- A decision that is required to be made due to a timely nature, either through action or inaction and for which consensus has not been reached after due attempts, shall be passed by a majority vote.

Membership

- Membership in The Society is open to any person in Calgary and surrounding lands who respects and advances the interests of The Society in achieving its goals.

- Members rights and privileges include the right to participate in The Society's activities and to be considered for voluntary service within the organization.
- Members of The Society are individuals that have been nominated by an existing member of The Society to the Secretary and had been approved by the Board.
- Any member wishing to withdraw from membership may do so upon a notice to the Secretary of the Board.
- Any member may be expelled from membership for cause by a majority vote of the members of The Society in good standing at a Annual General Meeting or Special Meeting.

Board Members and Officers

- The Board, subject to the bylaws, shall have full control of the affairs of The Society.
- The Board is responsible for:
 - a. Effective governance of The Society
 - b. Reviewing and updating policies and procedures of The Society
 - c. Respecting oral tradition and cultural protocols
 - d. Financial oversight of The Society
 - e. Ensuring ongoing funding for activities of The Society
 - f. Fostering mutual accountability among members of The Society
 - g. The including diverse perspectives
- Board meetings shall be held as often as may be required and shall be called by the Chair or Co-Chairs.
- Any four members of the Board shall constitute a quorum for board meetings.
- Notice of board meetings shall be given to each board member by writing, electronic mail, or telephone prior to the meeting.
- The Board may use electronic means to hold meetings.
- The Board may delegate its responsibility for management to an Executive Director.

Officers of the Board of Directors

Chair or Co-Chairs

- One Chair or two Co-Chairs may be elected or appointed.
- The Chair or Co-Chairs, when present, shall preside at general meetings of The Society and of The Board. In the absence of a Chair or Vice-Chair, the meeting may elect someone to act as chair provided that there is a quorum.
- The Chair or Co-Chairs shall be responsible for:
 - a. Calling board meetings
 - b. Facilitating board meetings
 - c. Ensuring proper board process and responsibilities are fulfilled

Vice-Chair

- A Vice-Chair, may be elected or appointed.
- The Vice-Chair is responsible for ensuring proper board processes are followed and board responsibilities are fulfilled.
- The Vice-Chair will preside in the absence of a Chair or Co-Chair.

Secretary

- It shall be the duty of the Secretary to attend all board meetings and to ensure that accurate minutes are kept at all meetings of The Society.
- The Secretary shall have charge of the seal of The Society and shall sign any document requiring the use of the seal alongside the Chair or a Co-Chair.
- The Secretary shall ensure that proper notice is given of any general meeting of The Society or board meeting.
- In case of the absence of the Secretary, their duties shall be discharged by such officers as may be appointed by The Board.
- The Secretary shall have charge of all the correspondence of The Society and be under the direction of the Chair or Co-Chairs.
- The Secretary shall keep a record of all the members of The Society, their addresses and contact information, and their standing.

Treasurer

- The Treasurer shall receive all monies paid to The Society and be responsible for the deposit of same in a bank, trust company, credit union or treasury branch as The Board may order.
- The Treasurer shall properly account for the funds of The Society and keep such financial records as required by law.
- The Treasurer shall present a full detailed account of receipts and disbursements to The Board whenever requested, and shall prepare for submission to the Annual General Meeting, a statement of the audited financial position of The Society and submit a copy of same to the Secretary for the records of The Society.
- The office of the Secretary and Treasurer may be filled by one person if any general meeting for the election of officers shall so decide.

Election of Board Members

- The Board is to consist of a minimum of five to a maximum of fifteen duly elected members in good standing of The Society.
- Each Board member must be elected by a majority vote of the members in good standing of The Society in attendance at the Annual General Meeting or at a Special Meeting called for this purpose.
- The board members so elected shall serve until their successors are elected and installed or until the completion of their term. Board members are only allowed to complete three consecutive 2-year terms on the Board. Previous Board members are allowed to run for a Board position again only after a 1-year hiatus.
- Between annual general meetings, The Board may appoint additional board members to fill vacancies or to provide essential skills not already present on The Board. At the soonest Annual General Meeting, the board membership of these persons will be voted on to confirm or deny membership.
- The Board is to consist of a majority made up of Indigenous peoples who self-identify as First Nations, Métis, or Inuit.

Removal of Board Members and Officers

- Board members may be removed from the Board or any office they hold by a 75% vote of the board members in attendance at a meeting of The Board or by a majority of members in good standing of The Society in attendance at an Annual General Meeting or Special Meeting of The Society.

Audits/Financial Reviews

- The books, accounts and records of The Society shall be financially audited at least once each year by a qualified accountant or by two members of The Society elected for that purpose at an Annual General Meeting and as required by legislation.
- An official financial statement for the previous year shall be submitted at the Annual General Meeting of The Society.
- The financial records of The Society may be inspected by any member of The Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

Meetings of The Society

- The Society shall hold an Annual General Meeting each calendar year. Notice of this meeting shall be given to each member of The Society by writing, electronic mail or telephone, to the member's last known contact information 10 days prior to the date of the meeting.
- Special meetings of The Society may be called at any time by the Secretary upon the instructions of the Chair or a Co-Chair of The Board. Notice of this meeting shall be given to each member of The Society by writing, electronic mail or telephone, to the member's last known contact information 10 days prior to the date of the meeting.
- Any member in good standing of The Society may request a special meeting if the request is made no less than 90 days prior to any scheduled Annual General Meeting or Special Meeting for which notice has been sent, and upon formally setting forth the reasons for calling such meeting to The Board. Notice of this meeting shall be given to each member of The Society by writing, electronic mail or telephone, to the member's last known contact information 10 days prior to the date of the meeting.
- 10% of the members in good standing of The Society, shall constitute a quorum at Annual General Meetings or Special Meetings.
- A member in good standing of The Society may vote at any meeting of The Society. Such votes must be made in person and not by a proxy or otherwise. In the event that an Annual General Meeting can not happen in person, said meeting can also be held virtually with members attending and voting virtually and/or by telephone and not by proxy.

Remuneration

- No Officer or Board Member shall receive any remuneration for their services, unless previously authorized.
- Board members and officers can be reimbursed for pre-authorized expenses related to the carrying out of their duties.

Borrowing Powers

- Special resolutions are required for The Society to borrow money or goods.
- No member of The Society is liable in their individual capacity for The Society's debts or liabilities.

Executive Director

- The Society may hire an Executive Director. The Executive Director is accountable to The Board. The duties, responsibilities and accountabilities of the Executive Director are to be assigned by a position description which is maintained by The Board.

Bylaws

- The bylaws may not be rescinded, altered or amended except by way of a Special Resolution signed by the members of The Board and presented at an Annual General Meeting or Special Meeting, to be voted on and passed by a majority vote of members in good standing of The Society in attendance.