

# **Bylaw No.1**

## **A Bylaw Relating Generally to the Conduct**

### **Of the Affairs of the Riel Métis Council of Regina Inc.**

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BE IT ENACTED AND ITS HEREBY ENACTED as a bylaw of Riel Métis Council of Regina, Saskatchewan Inc., (hereinafter called the “Corporation”) as follows:

#### **1) Definitions**

In this bylaw and all bylaws of the Corporation, unless the context otherwise specifies or requires:

- a) “Act” means The Not-for-Profit Corporations Act;
- b) “Articles” means the Articles of Continuance of the Corporation as from time to time amended or restated;
- c) “Bylaw” means any bylaw of the Corporation from time to time in force and effect;
- d) All terms contained in the Bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- e) “the directors”, “Board”, “Board of Directors” and “Council” mean the Directors of the Corporation for the time being;
- f) “in writing” and “written” includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form;
- g) Word importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include corporate bodies, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- h) The headings used in the bylaws are inserted for reference purposes only and are not to be considered or taken into account in constructing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

#### **2) Name of the Organization is Riel Local**

The official registered name of the Corporation shall be “Riel Métis Council of Regina.” For most purposes the Corporation shall operate under the trade name “Regina Riel Métis Council”.

#### **3) Registered Office**

The Corporation may from time to time (i) by resolution of the Council change the location of the registered office of the Corporation within the province of Saskatchewan designated as such by the Directors or by special resolution of the Corporation, and (ii) by special resolution change the municipality or geographic township in which its registered office is located to another place in Saskatchewan.

#### **4) Seal**

The seal of the Corporation shall be as such the Riel Métis Council may by resolution from time to time adopt.

#### **5) Execution of Contracts**

Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two officers, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Riel Métis Council is authorized from time to time by resolution to appoint any officer or officers or by any other person or persons on behalf of the Corporation either sign contracts, documents or instruments in writing generally or to sign contracts, documents or instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution by the Riel Métis Council.

#### **6) Citizenship**

1. Métis means a person who self-identifies as Métis, is of historic Métis Nation ancestry, is distinct from other Aboriginal peoples and is accepted by the Métis Nation.
2. The Members of the local may include Métis citizens from the surrounding areas of Regina within a radius of 25 km that do not have locals in their home vicinity.
3. The Riel Métis Council shall determine citizenship based on criteria developed by the Métis Nation of Saskatchewan. A 'Membership Council' shall enforce the membership process and accept and review membership application. The 'Membership Council' shall be comprised of members of the Riel Métis Council Membership sub-committee, in addition to one community member and one Métis Elder.

#### **7) Directors**

- a) There shall be a Board of Directors who will be in charge with the responsibility to manage and govern the day to day affairs and activities of the Corporation in accordance with the Not-for-Profit Corporations Act, the Articles and the Bylaws. The Board of Directors shall be known as the Council and shall consist of an Elected Executive, comprising the following:
  - (i) President
  - (ii) Vice-President
  - (iii) Treasurer

- (iv) Secretary
- (v) Members-at-Large
  
- b) The executive and Directors shall be elected by vote of the membership in elections to be held every three years. All persons elected shall hold office for three years. Subject to terms of this provision, a vacancy between elections may be filled by appointment by the remaining Directors, provided the person so appointed meets the criteria for membership and any person so appointed shall hold office until the next election. A special election to fill the position shall be held in 90 days of vacancy unless the regular election is to be held within the 90 days. If the vacancy is any of the executive, the Council may appoint a member-at-large to fill the position, except in the case of vacancy on the position of President. In that case, the Vice-President shall assume the position of Acting President, and the person appointed shall act as Vice President. The Board may appoint a member to fill any vacant member-at-large position.
- c) The Council should meet at least once a month. Six members shall constitute a quorum.
- d) The Council shall provide written reports to the Annual General Meeting.
- e) The Council shall have the opportunity to appoint Board members to affiliate programs, commissions or committees which are deemed necessary in order to effectively carry out the activities and functions of the local. These appointments are subject to the Bylaws of the affiliate programs.
- f) The Council shall be responsible to assist with the departments, programs and services necessary to meet the needs of our people.
- g) A quorum for any meeting of the Council of the Corporation shall be a majority of the Directors personally present.
- h) Questions arising at any meeting of the Directors shall be determined by a majority of votes of the Directors present, provided that in the case of an equality of votes, the Chair shall be entitled to cast vote.
  
- i) The President shall preside as Chair of every meeting of the Council, but if at any meeting the Chair is not present within ten minutes after the meeting time appointed, the Directors may choose one of their numbers to be Chair of the meeting.
  
- j) Any Director who misses three consecutive Council meetings without reasonable notice, shall be removed from the Council by a recommendation of a majority of Council Directors
  
- k) No Director shall be paid remuneration or any form of financial compensation for performing his or her duties as outlined by the Council excluding reimbursements

## **8) Meetings of Members**

### **A) Annual or Special Meetings**

- a) An annual general meeting of the members shall be held in Regina each calendar year. The date will be selected the Directors.

- b) A quorum for an annual general meeting or any special meeting or a special meeting of members shall be a majority of the members personally present at the opening of the meeting, provided there must be at least 20 members.
- c) Any member who is 16 years of age or older and in good standing with the Local has the right to vote at the meeting of the members.
- d) Members of the Council shall be provided with notice of the Annual General Meeting. Notice shall be deemed to have been received if notice of such meeting was posted in the office of the Local and announced at least once in the local media (TV, radio, or newspaper), at least fifteen (15) days prior to the date of such meeting. Such notice must not proceed the date of the meeting by more than 50 days.
- e) The fiscal year end shall be March 31<sup>st</sup> of every year.
- f) The Directors shall present the Annual Meeting with a financial report. The financial reports shall be reviewed by an outside party or auditor if finances are unavailable. Copies of the documents referred to need not be provided in advance of the annual meeting, however the Directors shall publish a notice stating that the financial statements and report of auditor, if any, are available at the registered office of the Corporation, to be examined during the usual business hours of the Corporation by any person, and that a person may make extracts therefrom free of charge. Such notice shall be published at least twenty-one (21) days before the date of the annual meeting.
- g) At any meeting, unless a ballot is demanded, a declaration by the Chair of the meeting that resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- h) The President, or in his/her absence the Secretary-Treasurer, shall preside the Chair of every meeting of the members of the Corporation. If there is no Chair, or if at any time meeting (s) he is not present within thirty minutes after the time appointed for holding the meeting, or is unwilling to act as Chair, the Members present shall choose one of their numbers to be Chair.

## **B) Local Meetings**

- a) A Local meeting of the members should be held semi-annually. The date shall be determined by the Directors.
- b) A quorum for a Local meeting shall be a majority of the members in attendance.

## **9) Elections**

- a) The elections for the Council shall be held every three (3) years consistent with the Métis Nations Elections Act.
- b) These elections will be conducted by ballot at designated polling stations as set out by the Chief Electoral Officer.
- c) Any member who is sixteen (16) years of age or older may vote or seek elected office within the Riel Métis Council.

- d) The Directors shall ensure that a Chief Electoral Officer is selected 45 days before the election date. The Chief Electoral Officer shall prepare the necessary guidelines within 30 days of the election.
- e) The Chief Electoral Officer will be responsible for the election process, official recounts and appeals. The decision of the Chief Electoral Officer may be appealed to the committee.
- f) The Appeals committee will be selected and appointed by the Chief Electoral Officer before the election with the approval of the Directors.

## **10) Fiscal Year**

The fiscal year of the Corporation shall terminate on March 31<sup>st</sup>.

## **11) Officers**

The officers of the Corporation shall consist of the President, Vice-President, Secretary, Treasurer, and Members-at-Large.

### **a) President**

- (i) Preside at all general meetings of the Corporation;
- (ii) Preside at all Directors meetings;
- (iii) Be an official member of all committees established by the Corporation at general meetings or by the Directors;
- (iv) Report in writing to each annual meeting of the members of the Corporation concerning the operations of the Corporation;
- (v) Represent the Corporation at public or official functions; and
- (vi) Perform such duties as may from time to time be determined by the Board or at a general meeting.

### **b) Vice-President**

The vice-president shall have all the powers and perform all the duties of the President in the absence or disability of the President, together with such other duties, if any, as may be from time to time assigned to him/her by the Board.

### **c) Secretary**

- (i) Attend all meetings of the Board;
- (ii) Record minutes of all meetings;
- (iii) Attend to correspondence;
- (iv) Prepare all reports required under The Not-for-Profit Corporations Act;
- (v) Be the custodian of all minutes books, documents and registers of the Corporations;

- (vi) Be the custodian of the seal of the Corporation;
- (vii) Perform such other duties as may be established from time to time by resolutions of the Board.

#### **d) Treasurer**

- (i) Be the custodian of the Books of account and accounting records of the Corporation;
- (ii) Submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- (iii) Have all accounts audited annually, or as may be required by the Board of Directors;
- (iv) Prepare the annual budget and program forecasts;
- (v) Perform such other duties as may be established from time to time by resolution of the Board.

#### **12) Other**

Deeds, transfers, assignments, contracts, obligations, certificated, and other instruments in writing may be signed on behalf of the Riel Métis Council by any two (2) Directors who are also part of the Executive. All said instruments so signed shall be binding upon the Local if approved by motion at a duly called board meeting.

#### **13) Protection of Directors Officers and Others**

Every director and Officer of the Riel Métis Council in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the Local and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Employee, or for any loss, damage arising from the monies, bankruptcy, insolvency or tortuous acts of any person with whom the monies, securities or effects of the Local shall be deposited or for any loss, occasioned by an error of judgement or oversight on his/her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto; PROVIDED THAT nothing herein shall relieve a Director or Officer from duty to act in accordance with the Not-for-Profit Corporations Act and the regulations thereunder or from liability for any breach thereof.

#### **14) Indemnification**

Subject to the limitations contained in the Not-for-Profit Corporations Act the Local shall indemnify a Director or Officer, against any costs and expenses incurred to defend any action or to satisfy a judgement reasonably incurred by him in respect of any civil action or proceeding to

which he is made party by reason of being a Director or Officer of the Council if he/she acted honestly and in good faith with a view of the best interests of the Council.

#### **15) Resolutions in Writing**

A resolution in writing signed by all the Board entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board.

#### **16) Number and Gender**

The terms and reference herein the singular number and masculine gender shall also include the plural number, feminine (and neuter into case of the Local) gender where the context so requires.

#### **17) Headings**

The headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in constructing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such term or provision.

#### **18) Amending Bylaws**

The Bylaws of the Riel Métis Council may be amended as provided by the Not-for-Profit Corporations Act.

#### **19) Code of Conduct of Council Directors**

Members of the Board of Directors are representatives of the Métis community in Regina, and as such should act with discretion, integrity, generosity, and truthfulness at all times. No single Director may make unilateral decisions concerning any council matter without consultation with the appropriate sub-committee and Council Board. Council Directors are to be available for all council and member meetings, and to be available to speak with members at large when needed. Council members are to be flexible and provide assistance to sub-committee and council directives and initiatives when requested to do so. Council Directors are to speak and act professionally, and to conduct their business impartially with the needs of the membership of Riel Métis Council of Regina in mind at all times. Directors are also to practice confidentiality and discretion when discussing Council matters outside of meetings.

Approved by the Board of Directors this \_\_\_\_\_ day of \_\_\_\_\_ 2010

\_\_\_\_\_  
President \_\_\_\_\_ 2010

\_\_\_\_\_  
Secretary \_\_\_\_\_ 2010

Approved by the Membership of the Riel Métis Council Annual Meeting this \_\_\_\_\_ day of \_\_\_\_\_ 2010

\_\_\_\_\_  
President \_\_\_\_\_ 2010

\_\_\_\_\_  
Secretary \_\_\_\_\_ 2010