



SASAMANS SOCIETY

Bylaws

Amended on Transition May 16, 2017

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BYLAWS

PART 1 - INTERPRETATION

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in Section 6(1) of the **Society Act** and any other bylaws.

In these Bylaws, the following words have the following meanings:

“Society”	shall mean the Sasamans Society;
“Society Act”	means the <i>Society Act</i> , of the Province of British Columbia from time to time in force and all amendments to it;
“Directors”	shall mean the Directors of this Society;
“Aboriginal”	means First Nations, Métis or Inuit persons, and persons who identify themselves as being non-status Aboriginal persons or persons of Aboriginal ancestry
"Term"	means the time between the annual general meeting and the immediate next annual general meeting;
"Office Term"	has the same meaning as "term"
"Registered Address"	of a member means his or her address as recorded in the register of members:
"Member"	an appointment of respective Nations and Aboriginal Urban Organizations.
"Constituents"	First Nations Band and Aboriginal Urban Organizations

The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

PART 2 - MEMBERSHIP

2.1 Membership definition:

The members are appointed by the respective Nations and Aboriginal Urban Organizations inclusive of the territories from the Comox Valley north to Hope Island, east to the mainland inlets and west to Quatsino.

2.2 Each Nation and Aboriginal Urban Organization shall select one (1) person to represent their Nation or Aboriginal Urban Organization.

2.3 Members will be accepted through due process and at the final discretion of the Board of Directors upon the submission of an approved Criminal Record Check.

2.4 At an annual general meeting members will elect the Board of Directors.

2.5 Members will comply with:

- a) the Act
- b) the Constitution and Bylaws of the Society
- c) any rules and policies made by the Society.
- d) any rules of order governing the conduct of general meetings and of meetings of the Directors.

2.6 Membership ceases upon delivering a written resignation to the Society.

2.7 Constituency does not end upon a Director's resignation. A resignation shall be considered at a duly convened meeting of the Board of Directors, usually within 30 days. The member Nation or organization will select a new member to represent the constituency.

2.8 The Directors waive membership dues.

2.9 No member of Sasamans Society board shall be an executive director of a service provider organization.

2.10 No member of Sasamans Society board shall be an executive director or senior manager (ie: chair/vice-chair) of a Tribal Council.

PART 3 - MEETINGS OF MEMBERS

Annual General Meetings

3.1 General meetings of the Society must be held at the time and place in the Province of British Columbia as maybe be determined by the Board of Directors, in accordance with the *Society Act*, and these By-laws.

- 3.2 The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation.
- 3.3 Annual General Meetings of the Society shall be held at least once every calendar year and not more than 15 months after holding the last preceding Annual General Meeting.
- 3.4 The agenda and notice of the Annual General Meetings of the Society shall be mailed to all members by the Society Executive Director at least fourteen (14) days prior to the meeting, which the said notice will inform the members of the time, place, and general nature of that meeting.
- 3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.6 An Extraordinary General Meeting can be called:
 - a) by the Board of Directors at any time
 - b) by petition by at least 50% of the members
- 3.7 Each member shall have one (1) vote.
- 3.8 Voting on motions at all meetings shall be by show of hands, except when a ballot is demanded by at least one-third (1/3) of the members present. Motions proposed at meetings must be seconded and the chairperson of a meeting may move or propose a motion.
- 3.9 Whenever notice is required to be given to a member for an Annual General Meeting or an Extraordinary General Meeting, such notice may be given either personally or by facsimile transmission to the most recent fax number provided by the recipient, or by posting the notice in a prepaid envelope addressed to the recipients last known address. Such notices shall be deemed to have been sent on the day of personal delivery or facsimile transmission, and three days later in the case of postal mailing.

PART 4 - PROCEDURES AT GENERAL MEETINGS

- 4.1 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

- 4.2 Special business is:
- a) All business at an extraordinary general meeting except the adoption of rules or order; and
 - b) All business that is transacted at an Annual General Meeting, except:
 - i. the adoption of the agenda,
 - ii. the consideration of the financial statements,
 - iii. the auditor's report, if any,
 - iv. the appointment of the auditor, if required,
 - v. the Managers report
 - vi. the sub-committee's reports (if applicable)
 - vii. the election of directors
- 4.3 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business in progress shall be suspended until there is a quorum present.
- 4.5 A quorum for the transaction of business at any meeting of members shall consist of 50% plus one of the memberships for that fiscal year.
- 4.6 If within 30 minutes from the time appointed for a Extraordinary General meeting called by members' meeting a quorum is not present, the meeting, if convened on the requisition of members, shall stand adjourned to the same day of the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes of the appointed time of the meeting, the members present may constitute a quorum as long as 3 members are present.
- 4.7 If within 30 minutes from the time appointed for a Board of Directors' meeting a quorum is not present, the meeting, if convened on the requisition of members, shall stand adjourned to the same day of the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the appointed time of the meeting, the members present may constitute a quorum as long as 3 members are present.
- 4.8 Subject to bylaw 4(19) of the Constitution Act, in the absence of both the Chairperson and Vice Chairperson, one of the other Directors present shall preside as chairman of a general meeting.
- 4.9 A general meeting may be recessed from time to time and from place to place, but no business shall be transacted at a reconvened meeting other than the business left unfinished at the meeting from which the recess took place.
- 4.10 Motions shall be decided by majority vote (50% + 1).

- 4.11 In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- a) A member present a meeting of members is entitled to one vote.
 - b) The process of a Proxy Vote is an acceptable standard within the Constituting Governance of the Sasamans Society. In the absence of a Member, the assignment of a specific designate for the purpose of a Proxy Vote, the means will be:
 - I. A letter written on the Member Community or Organization letterhead, (or Sasamans Proxy Form) that states the purpose of the vote, specific date, and venue of the meeting of which the vote is to take place. The letter must be signed and witnessed accordingly.

PART 5 - THE EXECUTIVE BOARD OF DIRECTORS

- 5.1 A Board of Directors shall represent and be selected by the constituents of the Society.
- 5.2 The Board of Directors shall elect Chairperson for a three year term.
- 5.3 Each region, the North, the Mainland, the South, and the Urban, shall choose one (1) member to sit on the Executive Committee. In addition to Chairperson, elected by the Board of Directors, the Executive Committee shall be composed of a Vice Chairperson, Treasurer, Secretary, and Member at Large as determined by the Board of Directors.
- 5.4 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do,
 - a) all laws affecting the Society,
 - b) these bylaws, and
 - c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in a general meeting.
- 5.5 Any rules or decisions, made to the constitution & bylaws at a general meeting of the Society, or at a regular board meeting, does not invalidate a prior act of the Directors.
- 5.6 The terms for Executive Board are as follows:
 - Chairperson – three (3) years
 - Vice Chairperson – two (2) years
 - Treasurer – three (3) years
 - Secretary – two (2) years

- Member at Large – one (1) year, the Member at Large shall be chosen from each region on a rotational basis.
- 5.7 The Chairperson is responsible for ensuring membership on the Board of Directors, and that positions on the Board of Directors are chosen as per the Constitution and Bylaws.
- 5.8 An election may be by acclamation; otherwise it may be by ballot.
- 5.9 If a Director resigns his/her office or otherwise ceases to hold office the members of the former Board of Director's region shall appoint a member to take the place of the former member's position.
- 5.10 A person may not be Director if the person is or has been the subject of an investigation or proceeding under Part 3 of the Child, Family and Community Service Act.
- 5.11 The Director must immediately disclose to the BOD that the Director is under investigation and must step down as a Director and member of the Society until the investigation or proceeding is resolved, and the Board is satisfied that any allegations against the Director are unfounded.
- 5.12 A person must not be a Director if the person is or has been convicted under the Criminal Code of Canada of any:
- a) summary conviction offence within the preceding two years, or
 - b) indictable sexual offence, at any time.
- 5.13 A Director ceases to be a member of the board upon:
- a) ceasing to be a member.
 - b) the end of the Executive Director's term of office.
 - c) resigning in writing by delivering a written resignation to the Secretary of the Society.
 - d) death.
 - e) becoming unable to perform the duties of a Director due to physical or mental disability.
 - f) failing to attend **three (3)** consecutive meetings of the Directors without authorization of a Chair.
 - g) disclosing confidential information of the Society, or its Directors.
 - h) termination for just cause, ie: financial irregularities, criminal behavior, circumstances beyond the control of the BOD or any other behavior that brings disrepute to the Society.
- 5.14 a) A Director will not be an employee of the Society.

- b) A past Director of the Society may only apply for employment after a 1 year absence from the board.
- 5.15 Directors may be remunerated for their time and work dedicated to advancing the purpose of Sasamans Society, and shall be reimbursed any reasonable travel and out of pocket expenses incurred while representing the Sasamans Society, in accordance with the annual budget and financial policies.

PART 6 - PROCEEDINGS OF DIRECTORS

- 6.1 The Directors shall meet monthly at the places they think best fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The Chairperson shall chair all meetings of the Directors, but if at a meeting neither Chairperson, nor Vice Chairperson, is present within 15 minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairperson at that meeting, if they meet the minimum quorum.
- 6.3 The Directors may delegate any, but not all, of their responsibilities to the executive committee consisting of Directors, as they think fit.
- 6.4 The executive committee shall conform to any rules imposed on it by the Directors, and shall report recommendations to the Board of Directors.
- 6.5 A committee shall elect a Chairman of its meetings; but if at a meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their members to be Chairman of the meeting.
- 6.6 The members of a committee may meet and adjourn as needed.
- 6.7 A Director who may be absent temporarily from British Columbia may send or deliver to the address a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - a) no notice of meeting of Directors shall be sent to that Director, and
 - b) any and all meetings of the Directors of the society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

- 6.8 In case of an equality of votes the Chairperson does not have a second casting vote.

PART 7 - DUTIES OF DIRECTORS

- 7.1 The Chairperson shall preside at all meetings of the Society.
- 7.2 The Chairperson is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
- 7.3 The Secretary shall:
- a) conduct the correspondence of the Society;
 - b) issue notices of meetings of the Society and Directors;
 - c) keep minutes of all meetings of the Society and Directors;
 - d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - e) have custody of the common seal of the Society;
 - f) maintain the register of members;
 - g) keep all correspondence locked in the Society office.
- 7.4 The Treasurer shall:
- a) keep all reports on the financial statements, including books of account, necessary to comply with the Society Act; and
 - b) report financial statements to the Directors and members, on a monthly basis, and others when required or as needed.
- 7.5 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- 7.6 Signing authority for the Society may be a member of the Executive Committee, the Executive Director and bookkeeper (any two will be required on all Sasamans Society cheques).
- 7.7 The Treasurer and/or Secretary of the Society and Executive Director will initial all voucher forms for expenses incurred by the Society.

PART 8 - SEAL

- 8.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the

resolution, or if no persons are prescribed, in the presence of the Chair and Secretary or Chair and Treasurer.

- 8.3 The seal of the Society shall be in the custody of the Executive Director of the Society.
- 8.4 The seal of the Society may be affixed to any document by the Chairperson plus any of the Vice-Chair, Secretary, Treasurer, Executive Director, or may be affixed by such persons as shall be authorized by the Directors to affix the seal of the Society.

PART 9 – BORROWING

- 9.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide.
- 9.2 From time to time, the Directors may authorize any Director, officer or employee of the Society, or any other person, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.
- 9.3 The members by special resolution may restrict the borrowing powers of the Directors, but a restriction expires at the next annual general meeting.
- 9.4 The members may by special resolution at any general or special meeting, authorize the Board of Directors to borrow up to a specified amount of money and grant mortgages, general security agreements, debentures, assignments of book accounts and assignments of government.

PART 10 - AUDITS OF ACCOUNTS

- 10.1 This part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The Board of Directors shall appoint the auditor.
- 10.3 An auditor may be removed by ordinary resolution.
- 10.4 An auditor shall be promptly informed in writing of appointment or removal.

- 10.5 No Director, partner of the Society and no employee of the Society shall be auditor.
- 10.6 The auditor may attend general meetings.
- 10.7 The auditor shall make a report to the members and Directors on the accounts examined by them and on every balance sheet and statement on income and expenditure laid before the Society at any annual meeting during their tenure of office, and the report shall state:
- a) Whether or not they have obtained all the information and explanation they required, and
 - b) Whether in their opinion, the balance sheet referred to in the report is properly drawn so as to exhibit a true and correct view of the state of the Society's affairs as to the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.
- 10.8 The auditors of the Society have the right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of auditor.
- 10.9 The rights and duties of an auditor of the Society shall extend back to the date upon which the last audit of the Society's books, accounts, and vouchers were made, or, where no audit has been made, to the date on which the Society was incorporated.
- 10.10 Two (2) or more Directors shall sign the financial statements of the Society.

PART 11 - NOTICES TO MEMBERS

- 11.1 A notice may be given to a member, either personally or by mail to him at his registered address.
- 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 Notice of the general meeting shall be given to:
- a) every member shown on the register of members on the day the notice is given; and
 - b) the auditor, if part 10 applies

11.4 No other person is entitled to receive a notice of general meeting

PART 12 - BY-LAWS

12.1 On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.

12.2 These Bylaws shall not be altered or added to except by special resolution.

PART 13 - LIABILITIES OF MEMBERS

13.1 No member of the Society shall, in his individual capacity, be liable for any debt or liability of the Society.

PART 14 - LEGAL STATUS OF THE SOCIETY

14.1 The Society may sue and can be sued, contract and be contracted with, in its corporate name.

PART 15 - MEMBERSHIP IN OTHER SOCIETIES

15.1 The Society may, if authorized to do so by a special resolution, subscribe to, become a member of, and co-operate with any other society or association, whether incorporated or not, whose objects are in whole or part similar to its own purposes.

PART 16 - MATTERS OF PROCEDURE

16.1 The Rules of Order laid down in the text commonly known as Robert's Rules of Order shall govern all matters of procedure not specifically provided for by these Bylaws.