



**EDMONTON MULTICULTURAL COALITION ASSOCIATION
BYLAWS**

(With amendments for approval at the November 29, 2013 AGM)

Article 1. Preamble

- 1.1 The name of the organization shall be the **Edmonton Multicultural Coalition Association** hereinafter referred to as the Coalition.
- 1.2 The operations and activities of the Coalition shall be carried out chiefly in Edmonton and vicinity in the Province of Alberta.
- 1.3 The fiscal year of the Coalition shall be from the first (1st) of January to the thirty-first (31st) of December of the same year.

Article 2 Definition of Terms

- 2.1 Words and expressions used in these by-laws importing the singular shall include the plural and vice versa; and words importing a legal person shall include an individual, partnership, Coalition, and body corporate.
- 2.2 Good Standing means a member “In good standing” for the current fiscal year and has renewed his/her membership by 31st of January of the current fiscal year.

Article 3. Membership

3.1 Membership in the Multicultural Coalition is open to all democratically constituted organizations, and individuals who support the activities of the Coalition. Eligible members must also meet the admission criteria in 3.

3.2 There shall be two categories of membership:

3.2.1 Regular Members

Regular members shall be organizations and individuals who identify themselves as minority from ethnocultural communities in Edmonton and vicinity. Regular members will have the right to attend Membership meetings, to vote, and to stand for election to the Board.

Each member organization has one vote. Therefore the organization has to designate a person as its official representative.

3.2.2 Supporting Members

Supporting members shall be organizations and individuals, other than those described in article 3.1.1, who share the vision and objectives of the Coalition. Supporting members have the right to attend Membership meetings but are not directly involved in decision-making of the organization.

3.3 Membership Admission Criteria

3.3.1 Any person or organization seeking to become a member of the Coalition must be endorsed by two (2) members in good standing for approval by the Board.

3.4 Membership Application Fee

3.4.1 Membership fee shall be determined, from time to time, by the Members at the annual general meeting.

3.4.2 Membership is renewable annually.

Article 4. Withdrawal and Expulsion

Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. For any cause that is deemed reasonable, any member may be expelled from membership, upon a majority vote of the Board.

Article 5 Board of Directors

There shall be an elected Board of Directors. The Board shall govern the activities and affairs of the Coalition subject to the by-laws or directions given it by majority vote of Members at any meeting properly called and constituted. The Board shall consist of a maximum of 9 directors, four of whom shall be Members at large. .

5.1. The members of the Coalition shall elect the Board at the Annual General Meeting.

5.1.1 The Board shall comprise the President, Vice- President, Secretary, Treasurer, the Public Relations Officer (PRO) and two to four members at large. The officers of the Board are elected by the board at its first meeting after the election.

5.1.2 In the event of any vacancy on the Board during a term period, the Board shall appoint a director to serve until the next Annual General Meeting. This appointment is subject to the approval of the members at a Special Members Meeting.

The duration that the appointed director served is not counted as his/her official term should he/she be elected at the subsequent Annual General Meeting.

5.2. Term of Office

5.2.1 Each board director shall be elected for a term of two (2) years for a maximum of two consecutive terms, i.e. a total of four (4) consecutive years.

5.2.2 Each board director shall only serve in the same executive officer position for a maximum of two (2) years.

5.2.3 After being away from the board for 3 years, a previous board director may be elected to serve a term of 2 years for another maximum of two consecutive terms as stated in 5.2.1.

5.3. Payment to Directors of the Board

Directors of the board shall not be entitled to any remuneration for services rendered to the Coalition. A director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

5.4 Meetings of the Board

Meetings of the Board shall be held as often as may be required, but at least once every three months. Meetings shall be called by the President or at the request of at least six (6) members. To be deemed as duly constituted, the notice of a meeting of the Board should

be received by members of the Board by postal or electronic mail ten (10) working days prior to the date of such a meeting. Notice shall include the date, time, place and business of the meeting.

5.5 Quorum

The quorum for the meetings of the Board shall be fifty percent (50 %) of Directors plus one. Meetings may, however, be held without notice if a quorum of the Board is present, provided, however, that any business transacted at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be deemed null and void.

Article 6 Duties and Responsibilities of Officers of the Board

6.1 President

The President shall preside over the meetings and represent the Coalition. He/She shall steer the operations of the Coalition, provide leadership and guidance to the Board and the Executive Director. He/She shall be an ex-officio member of all Committees.

6.2 Vice President

The Vice President shall assist the President in the performance of his/her duties. He/She shall perform the duties of the President, in his/her absence or inability to act.

In the absence of both the President and the Vice-President, the secretary will preside the board meeting.

6.3 Secretary

It shall be the duty of the Secretary to attend all meetings of the Coalition, and to keep accurate minutes of the same. He/She shall have charge of the Seal of the Coalition which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.

In the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all of the correspondence of the Coalition and be under the direction of the President of the Board.

The Secretary shall also keep a record of all the members of the board and their addresses and send all notices of the various meetings as required.

6.4 Treasurer

The Treasurer:

- is responsible for ensuring that the organization is financially sound and that its assets are being used effectively to meet to accomplish its mission and in accordance with its tax exempt purpose.
- must ensure that the board as a whole fulfills its fiduciary responsibilities.
- shall chair the Finance Committee that set, review and ensure that financial policies and procedures are relevant and implemented;
- consults with the Executive Director to ensure that the funds are spent appropriately; (i.e. project and other restricted funds);
- shall ensure that the coalition's fiscal responsibilities are fulfilled as required;
- shall ensure that financial records are kept as legally required;
- provides direction to the Executive Director on the annual budget and before presenting it to the Board for approval;
- presents the approved audited financial statements to the members at the AGM

6.5 Past-President

In order to maintain continuity, the immediate past President, unless he/she is dismissed, shall be an ex-officio member of the Board.

6.6 Removal of Directors

Any director of the Coalition may be suspended from office upon a majority vote of all board directors. Any board director suspended may be removed from the office by a majority vote (at least 51%) of the members present at the annual general meeting (AGM) or a special meeting.

Any director who has been absent for three (3) consecutive board meetings without notice may be removed from the Board upon a majority vote of the board.

Article 7 Board Committees

The Board shall establish such committees as it may deem necessary from time to time to advise the Board or to fulfill other functions and responsibilities assigned by the Board.

7.1 General Proceedings of Committees

7.1.1 A Board Director chair each committee created by the Board.

7.1.2 Each committee may consist of members who are not Board Directors but are members of the Coalition in good standing.

7.1.3 The Chairperson calls committee meetings. Each committee:

- records minutes of its proceedings,
- distributes such minutes to the committee members of the committee
- provides reports to each Board meeting at the request of the Board.

7.1.4 A majority of the members of any committee shall constitute a quorum.

7.1.5 Each committee shall report to the Board as required.

7.2 The Nominating Committee

There shall be Nominating Committee, which shall consist of three (3) Members appointed by the Board, being

- a current board director not standing for re-election;
- a member in good standing who is not a director of the Board and who is not seeking election to the Board;
- a past board director who is not seeking election to the Board.

In the event that there is no past director of the board, another member in good standing could become a member of this committee.

7.2.1 Responsibilities of the Nominating Committee:

- oversees the election process during the Annual General Meeting. This may include:
 - preparing a list of nominees for each vacancy in a Board position; and
 - presenting the list to the Annual General Meeting;
 - counting the secret ballots and presenting the final results to the members.

Article 8. Membership Meetings, Annual General Meeting and Elections

8.1 Meetings

8.1.1 Annual General Meeting

The Coalition shall hold an annual general meeting at least 30 days prior to the end of the calendar year. Notice of such meeting in writing to each member shall be delivered by postal or electronic mail, at least twenty one (21) days prior to the date of the meeting to the last known address.

At this meeting Regular Members shall elect the directors of the Board.

8.1.2 Special Meetings

A special meeting shall be called by the President/designate (on behalf of the board) or upon receipt by him/her of a petition signed by 15 members in good standing, setting forth the reasons for calling such meeting. Such reasons shall be stated in the notice of meeting delivered in the mail to the last known postal or electronic address of each member eight days prior to the meeting.

8.1.3 Quorum at the Annual and Special Meetings

The quorum for the Annual and Special meetings of the Coalition shall be 30% of members in good standing, whichever is less.

8.2 Elections

All Regular members in good standing shall be eligible to vote at the Annual General Meeting and Membership meetings.

A candidate for the board of directors must be a member in good standing for a minimum of one full year and nominated by two other members in good standing. He/She must uphold the Coalition's mission and core values.

In the case of organizational membership, only the designated representative of an organization who has been nominated by two other regular members is eligible to stand for election.

8.3 Voting

All voting, except for the election of the Board, shall be by show of hands, unless a majority of the members decide otherwise, and such decisions are not contrary to the bylaws.

Elections of board directors at the Annual General Meeting shall be by a secret ballot. All secret balloting shall be supervised by two scrutinizers, elected by members at a meeting.

All decisions at the general meetings shall be by simple majority vote unless otherwise provided for by the bylaws.

Each regular member (organizational or individual) is entitled to one vote. In the case of an organizational member, only the designated representative of the organization can vote.

Article 9 Banking and Use of Funds

The activities of the Coalition shall be carried on without purposes of financial gain for its members; and any income to the Coalition will be used solely for the purposes of promoting and enhancing the objects of the Coalition.

The President, Vice-President, Treasurer and the Executive Director shall be authorized to sign all documents pertaining to all banking matters of the Coalition. Signatures of any two of the three officers named and the Executive Director herein shall be required on all such documents.

Article 10 Borrowing of Money

For the purpose of carrying out the objects of the Coalition, the board of directors may, subject to a special resolution.

- borrow, raise or secure the payment of money upon the credit of the Coalition;
- mortgage, pledge, or otherwise create a security in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Coalition including book debts, rights, powers, undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation.

Nothing in this section limits or restricts the borrowing of money by the Coalition, subject to a special resolution of the Coalition, on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Coalition.

Article 11 Books

11.1 Contents

The minute books of the Coalition shall contain a copy of the application and certificate of incorporation of the Coalition, all special and ordinary resolutions passed, a copy of the bylaws of the Coalition (as amended from time to time). And copies or originals of all documents, registers and resolutions as required by law. The books of the Coalition and the matters in respect of which the receipt and expenditure takes place, shall record revenues and purchases, and all assets and liabilities of the Coalition as well as all other transactions affecting the financial position of the Coalition.

11.2 Inspection

All minute books and books of account shall at all times be open to inspection by the Directors and Auditor. Any member shall have the right to inspect any account or book or document of the Coalition upon giving a written notice with a valid reason. The Board

and/or the Executive Director shall determine the date and time where the inspection may occur. The information that may be inspected is subject to the provision of the privacy legislation. .

11.3 Auditing

The books, accounts, and records of the Coalition shall be audited at least once a year by a certified accountant approved by the board.

Article 12 NOTICES

12.1 Service

Any notice required by these bylaws to be given to any members or directors of the Coalition may be given verbally (either in person or by telephone) or by sending it by courier, email, electronic means, facsimile transmission or by mailing it to such persons at their last address as recorded on the books of the Coalition.

Any notice given by ordinary mail, email, facsimile transmission or other electronic means shall be deemed to have served ten (10) days after the date of mailing or delivery. Any notice given by single registered mail or courier shall be deemed to have been served five (5) days after the date of mailing or delivery. In the event on an interruption of normal mail service affecting delivery of a notice by mail, the date of mailing shall be deemed to be the date on which normal mail service is restored.

Article 13 Publications

Annual Reports of the Coalition shall and must be approved by the Board.

All other publications relating to programmes shall and must be approved by the Executive Director.

Article 14 Amendments of Bylaws

14.1 The bylaws may be cancelled, altered or amended at the Annual General Meeting or Special Meeting through a special resolution passed by a minimum of 75% of voting members in attendance.

14.2 The twenty-one (21) days notice of the Annual General or Special Meeting of the Coalition must include details of the proposed resolution to change the Bylaws.

14.3 The amended bylaws take effect after approval of the Special Resolution of the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 15 Protection of Directors

No Director of the Coalition will be liable for the following:

- the acts, receipts, neglects, or defaults of any other Board member, which may happen in the execution of the duties of his/her respective office
- for joining in any receipts, or other acts for conformity or for any loss, damage, or expense, happening to the Coalition through insufficiency or deficiency or title to any property, acquired by order of the Board for or on behalf of the Coalition, or
- for insufficiency or deficiency or any security in or upon with any of the monies of Coalition will be invested, or
- for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom or with any of the monies, securities or effects of the Coalition will be logged, or
- for any other loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage, misfortune
- in relation thereto unless same shall happen through his/her own honesty or through his/her own willful neglect or default.

Article 16 Rules of Order

In the event of a situation arising not covered by these By-Laws, parliamentary procedure shall apply, as regulated by Robert's Rules of Order. All members of the Coalition should be oriented on the Robert's Rules of Order.

Article 17 Mediation and Arbitration

Disputes among members, directors, officers, committee members, employees or animators shall be resolved in accordance with mediation and /or arbitration as indicated.

17.1 Dispute Resolution Mechanism

In the event that a dispute among members, directors, officers, committee members, employees or animators of the Coalition, arising out of the affairs of the Coalition is not resolved in private meetings between the parties, then without prejudice to or in other way derogating from the rights of the members, directors, officers, committee members, employees or animators of the Coalition as set out in the By-Laws or the Societies Act, and as an alternative to such person instituting a law suit or legal action, such dispute shall be settled as follows:

- The dispute shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the Board of the Coalition appoints one mediator, and the two

mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be anyone of the mediators referred to above, in accordance with Section 22 of the Alberta Societies Act. The parties agree that all proceedings related to the arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Article 18 Dissolution of the Coalition

In the event of dissolution of the Coalition, a special meeting of the members shall be called for that purpose. With a resolution duly passed by a minimum of 75% of voting members in attendance, all the Coalition's assets will be donated to a specified Charity registered with Canada Revenue Agency.