



CAROL PREST



BYLAWS OF
MIKI'SIW Métis Association (the Society)

August 28, 2021

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OF THE
MIKI'SIW Métis Association (the “Society”)
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BYLAWS OF MIKI'SIW Métis Association

1. **INTERPRETATION**1.1 **Definitions**

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) “Act” means the Societies Act, S.B.C. 2016, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) “Address of the Society” means the registered office address of the Society as on record from time to time with the Registrar;
- (c) “Associate Member” means a Person who has been admitted as an Associate Member in accordance with these Bylaws and who has not ceased to be Associate Member;
- (d) “Board” means the Directors acting as authorized by the Act, the Constitution, and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society; (e) “Board Resolution” means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (f) “Bylaws” means the bylaws of the Society as filed with the Registrar;
- (g) “Community” means those individuals who are members of the MIKI'SIW Métis Association that live in the geographical area from the community of Bowser on Vancouver Island, to Denman and Hornby Islands, north to the Oyster River Bridge, or other boundaries as defined by MNBC, and are related to each other through Métis connections of a historical, cultural, or traditional nature;
- (h) “Constitution” means the constitution of the Society as filed with the Registrar;
- (i) “Directors” means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (j) “Distinct from other Aboriginal Peoples” means distinct for cultural and nationhood purposes;
- (k) “Elder (khetehayak)” An Elder (khetehayak) is someone who is wise in the ways of Métis culture and who is recognized by the MIKI'SIW community for their culture,

wisdom, stability and understanding, regardless of age. Elders (khetehayak) have knowledge of traditional and cultural teachings and live based on the traditional life values that they grew up with. An Elder (khetehayak) is respectful of all peoples and is a positive role model to the Métis people. It is for these reasons that the title of Elder (khetehayak) cannot be chosen; it is earned through a shared respect throughout the MIKI'SIW community;

- (l) “Electronic Means” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (m) “General Meeting” means a meeting of the Members and includes any annual general meeting and any special or extraordinary general meetings of the Society;
- (n) “Income Tax Act” means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) “Members” means those Persons who are, or who subsequently become, members in any class of membership in the Society, in accordance with these Bylaws and, in all cases, have not ceased to be members;
- (p) “Métis Citizen” or “Citizen” as the case may be, 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 as a Métis Citizen in accordance with the provisions of the Citizenship Act;
- (q) “Métis Nation” means the Aboriginal peoples descended from the Historic Métis Nation, which is now comprised of all Métis Nation Citizens and is one of the “aboriginal peoples of Canada” within s.35 of the Constitution Act of 1982;
- (r) “MMA” means MIKI'SIW Métis Association;
- (s) “MNBC” means the governing body of the Métis Citizens in British Columbia which has as its Constitution the Constitution of the MNBC and which has as its administrative arm, the MPCBC.
- (t) “MPCBC” means the organization of that name which is registered as a society with the Registrar of Companies in British Columbia, and which fulfills the administrative functions of the MNBC and is referred to as the MNBC Secretariat.
- (u) “mutatis mutandis” means with the necessary changes having been made to ensure that the language makes sense in the context;
- (v) “Ordinary Member” means a Person who has been admitted as an Ordinary Member in accordance with these Bylaws and who has not ceased to be an Ordinary Member;
- (w) “Ordinary Resolution” means:

- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
- (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (x) “President” means the Person elected to the office of President of the Society in accordance with these Bylaws;
- (y) “Person” means a natural person;
- (z) “Registered Address” of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (aa) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (ab) “Secretary” means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (ac) “Society” means “MIKI’SIW Métis Association”; (ad)
- “Special Resolution” means:
- (1) a resolution, of which the thirty (30) days have been provided, passed by at least three-quarters (3/4) of the votes cast in respect of the resolution by those Members entitled to vote:
- (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
- and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (ae) “Treasurer” means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;
- (af) “Vice-President” means a Person elected to the office of Vice-President of the Society in accordance with these Bylaws;

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. MNBC

2.1 Acknowledgement

The Society acknowledges that the MNBC is the governing Provincial body of the Métis Citizens in British Columbia and in the geographical Area of the Society.

2.2 Society Duties

The Society will, at all times:

- (a) comply with the constitution and Legislative Acts of MNBC;
- (b) support, and not hinder, the purposes, aims and programs of MNBC;
- (c) abide by all policies and procedures established by the directors of MNBC; and
- (d) maintain its relationship with the MNBC through a Community Governance Agreement with the MNBC that sets out the requirements for accountability, mutual recognition, and dispute resolution.

2.3 MNBC Takes Precedence

Any provisions of these Bylaws that are inconsistent with the MNBC Constitution shall be null and void as it relates to that matter. The Society acknowledges that the governance of the Community is intended to be consistent with the provisions of the MNBC Constitution.

3. MEMBERSHIP

3.1 Admission to Membership

Membership in the Society will be restricted to:

- (a) those Persons who are Members in good standing on the date these Bylaws come into force; and
- (b) those Persons whose subsequent application for admission as a Member has been accepted in accordance with these Bylaws.

3.2 Classes of Membership

There will be two (2) classes of voting membership, being the Ordinary Members and the Associate Members.

3.3 Admission to Ordinary Membership

Individuals who claim Métis heritage, who self-identify as Métis, who are of historic Métis Nation Ancestry, who are distinct from other Aboriginal peoples and who reside within the geographic boundaries of the Association, may apply to the Board of Directors to be a Member of the Association. Individuals are encouraged to also apply for Métis Citizenship by completing a Provincial Application as set out in the MNBC Citizenship Act.

3.4 Admission to Associate Membership

Individuals who do not meet the requirements laid out in section 3.3 may apply to be associate members.

3.5 Transition of Membership

On the date these Bylaws come into force:

- (a) each Person who is a member of the Society in good standing and who is eligible to be an Ordinary Member under these Bylaws will continue as an Ordinary Member until the conclusion of the current term of membership, unless sooner ceasing;
- (b) each Person who is a member of the Society in good standing and who is eligible to be an Associate Member under these Bylaws will continue as an Associate Member until the conclusion of the current term of membership, unless sooner ceasing; and
- (c) each Person who is a member of the Society not in good standing or who is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

3.6 Registration of Membership

An eligible Person may apply to become a Member by submitting to the Board or its designate:

- (a) a completed written registration form, in such form as may be established by the Board from time to time; and
- (b) payment of applicable Dues and fees.

A Person becomes a Member on the date their information is entered by the Society into the register of members. The Board may, by Board Resolution, postpone or refuse a Person's registration of membership.

3.7 Re-designation of Membership Class

The Society may, on application or of its own accord, re-designate a Person to a new class of membership based on changes in eligibility or circumstances.

3.8 Membership not Transferable

Membership is not transferable by a Member.

3.9 Membership Review

Upon receipt of an application for Métis membership, the MMA shall, without delay, proceed in accordance with the procedure by the board from time to time. MMA will then notify the applicant of the results of the review.

3.10 Privacy Policy

Applications for Métis Membership shall be dealt with in accordance with the privacy policy and procedure as developed by the directors.

3.11 Métis Association Card

Applicants that are accepted for Métis Membership by the MMA shall be provided with a Métis Membership Card by the Association.

3.12 Reasons for Denial

Applicants whose applications for Métis Membership are denied shall be given written reasons for the denial.

3.13 Cessation of Membership

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon; (b) upon their expulsion; or (c) upon their death.

4. **MEMBERSHIP RIGHTS AND OBLIGATIONS**

4.1 Rights of Membership

An Ordinary Member in good standing has the following rights of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) to stand for election as a Director, in accordance with these Bylaws;
- (e) may serve on committees of the Society, as invited; and
- (f) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

An Associate Member in good standing has the following rights of membership:

- (g) to receive notice of, and to attend, all General Meetings;

- (h) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (i) may serve on committees of the Society, as invited; and
- (j) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

4.2 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and the right to participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all of the other rights set out in section 4.1 for so long as they remain not in good standing.

4.3 Dues

The Board will, by Board Resolution, determine the dues and fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil. The Board may determine:

- (a) that different dues will apply to different classes of membership;
- (b) that dues may be pro-rated in certain circumstances; and
- (c) that dues may be waived in cases of demonstrated hardship.

4.4 Standing of Members

All Members are deemed to be in good standing except:

- a) a Member who has failed to pay such membership dues and fees as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid.
- b) an Ordinary member who does not reside in the Community, unless temporarily attending school; or
- c) a member who has had their membership suspended.

4.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations, and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and (c) further and not hinder the purposes, aims and objects of the Society.

4.6 Suspension of an Ordinary Member

Any Member may be suspended or removed from the Association, or have their name removed from the list of the Members of the Association, by a Special Resolution, if notice of that suspension or removal is given to that person at least 30 days prior to the General Meeting and that person has had an opportunity to submit an oral and/or written response to the suspension or removal which, if received, will be presented prior to the voting on the Special Resolution.

4.7 Suspension of an Associate Member

An Associate Member may have their privileges as Associate Members removed, suspended, or restricted by Ordinary Resolution

4.8 Sole method of Suspension

A Member shall not be suspended or removed from the Association or have their name removed from the list of Members in any way except as is set out in these Bylaws.

4.9 Suspension Limits

No Member may be suspended for more than 1 year.

4.10 Non-Profit

Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis. This provision was previously unalterable.

5. **MEETINGS OF MEMBERS**

5.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

5.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

5.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

5.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or

- (c) when such a meeting is requisitioned by the Members in accordance with the Act and section 5.5 of these Bylaws.

5.5 Requisition of General Meeting

In accordance with the Act and these Bylaws, the Members may requisition a General Meeting, provided that such a requisition must:

- (a) be made in writing and contain the names of, and be signed by, at least ten percent (10%) of the Members;
- (b) state in two hundred (200) words or less, the business, including any Special Resolution, to be considered at the proposed General Meeting; (c) be delivered or sent by registered mail to the Address of the Society; and (d) be sent to the Registered Addresses of each Director.

5.6 Notice of General Meeting

The Society will, in accordance with section 18.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent;
- (b) The Society's MNBC Regional Director; and
- (c) the auditor, if any is appointed, not less than Fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

5.7 Contents of Notice

Notice of a General Meeting will specify the place, the day, and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has determined to hold a General Meeting to include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

5.8 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

6. **PROCEEDINGS AT GENERAL MEETINGS**

6.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting; (c)

consideration of the financial statements and the report of the auditor thereon, if any;

- (d) the consideration of any Members' proposals submitted in accordance with the Act;
- (e) the election of Directors; and
- (f) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board at its discretion.

6.2 Attendance at General Meetings

In addition to Members, Directors, and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

6.3 Electronic Participation in General Meetings

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

6.4 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

6.5 Quorum

A quorum at a General Meeting is four (4) Members in good standing who are eligible to vote on the date of the General Meeting.

6.6 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

6.7 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

6.8 Chair

The President will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the President or such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (16) minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chair at that meeting.

6.9 Alternate Chair

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, they may preside as chair.

6.10 Chair to Determine Procedure

In the event of any doubt, dispute, or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

6.11 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.12 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6.13 Minutes of General Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

7. **VOTING BY MEMBERS**

7.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws, or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

7.2 Entitlement to Vote

Each Ordinary Member in good standing who is 18 years of age or older on the date of the General Meeting; who has been a resident of British Columbia for at least 6 months prior to the date of the General Meeting; and who has been a resident within the geographical area of the Association for no less than 30 days prior to the date of the General Meeting will be entitled to one (1) vote on matters for

determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

7.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on; (b) the open and closing dates for casting a vote; and (c) instructions on how a Member may cast a vote.

7.4 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and when so requested, the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

7.5 Voting by Chair

If the Person presiding as chair of a General Meeting is a Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chair who is not a Member has no vote.

The Person presiding as chair of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

7.6 Voting by Proxy

Voting by proxy is not permitted.

8. **DIRECTORS**

8.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise, the management of the property and the affairs of the Society.

8.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder;
- (d) adhere to the Code of Conduct, and other such policies and procedures as are established by the Board from time to time; and
- (e) subject to Sections 8.2(a) to 8.2(d), act in accordance with these Bylaws.

Without limiting sections 8.2(a) to (e), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

8.3 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected, or appointed to serve (or continue to serve) as a Director if they:

- (a) are less than eighteen (18) years of age if there is already one Director less than eighteen (18) years of age;
- (b) are less than sixteen (16) years of age;
- (c) have been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (d) are an undischarged bankrupt; or
- (e) have been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, all in accordance with the Act.

8.4 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of nine (9) Directors, which number may be set within that range by Board Resolution, each of whom will be elected or appointed in accordance with these Bylaws.

8.5 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

8.6 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which they were elected, unless sooner ceasing in accordance with these Bylaws.

8.7 Term of Directors

The term of office of Directors will normally be two (2) years. However, the Board may, by Board Resolution, determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting their term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

8.8 Consecutive Terms and Term Limits

Directors may be elected for consecutive terms, without limit.

8.9 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below five (5), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

8.10 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Member qualified in accordance with section 8.3 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

8.11 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term. The director shall have an opportunity to give an oral and/or written response to the Special Resolution which, if received, will be presented prior to the voting on the Special Resolution.

The Board may, by Board Resolution, remove a Director before the expiration of such Director's term of office if that Director:

- (a) has been absent from three (3) consecutive meetings of the Board without the permission of the Board; or
- (b) has breached the duties of a Director set out in section 8.2; or
- (c) is improper or likely to endanger the reputation or hinder the interests of the Society.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution but is entitled to not less than seven (7) days advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

8.12 Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the President or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of their term, unless re-elected;
- (c) upon the date such Person is no longer qualified pursuant to section 8.3;
- (d) upon their removal; or (e) upon their death.

9. **NOMINATION AND ELECTION OF DIRECTORS**

9.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws.

All nominations are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Society;
- (b) a Person must be qualified in accordance with section 8.3 in order to be nominated;
- (c) The member must be in good standing to be nominated and must remain in good standing in order to stand for election;
- (d) a Person may nominate themselves, and the nomination must be signed by the Person nominated and one (1) other Member in good standing; and
- (e) a Member may not nominate more nominees than the number of Director positions available for election.

9.2 Elections Generally

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such nomination and election policies and procedures as may be established by the Society from time to time.

To the extent possible, approximately half of the Director positions will become vacant for election each year.

9.3 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

9.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

9.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules will apply:

- (a) the secret ballot may be conducted by written ballot or by Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- (b) ballots will be sent or otherwise made accessible to all Members in good standing present, and only to those Persons;
- (c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the chair will draw one (1) ballot from the container at random, which nominee selected will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

9.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

10. **POWERS AND RESPONSIBILITIES OF THE BOARD**

10.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws, or by statute, or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts, and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

10.2 Policies and Procedures

The Board may establish such rules, regulations, policies, or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy, or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

10.3 Remuneration of Directors and Officers and Reimbursement of Expenses

Directors must not receive remuneration from the Society for acting in their capacity as Directors. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

Directors may receive remuneration from the Society for providing services in another capacity, provided that a majority of the Board must not be so remunerated.

10.4 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence, and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

10.5 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

10.6 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

11. **PROCEEDINGS OF THE BOARD**

11.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

Meetings may include regular meetings and ad hoc meetings, as determined by the Board.

11.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

11.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the President; or
- (b) by request of any two (2) or more Directors.

11.4 Notice of Board Meetings

At least five (5) days' notice will be sent to each Director of:

- (a) an ad hoc board meeting; or
- (b) a change to a regular board meeting for which notice was previously provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means and provide instructions on how to do so.

11.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

11.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

11.7 Quorum

Quorum for meetings of the Board will be a majority of the Directors currently in office.

11.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction, or matter;
- (c) is not entitled to vote on the contract, transaction, or matter; (d) will absent themselves from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and (2) in any case, during the vote on the contract, transaction, or matter; and (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

11.9 Chair of Meetings

The President, or in the Presidents absence, the Vice -President, will, subject to a Board Resolution appointing another Person, preside as chair at all meetings of the Board.

If at any meeting of the Board the President, Vice -President or such alternate Person appointed by a Board Resolution, if any, are not present within 16 minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of their number to chair that meeting.

11.10 Alternate Chair

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chair.

11.11 Chair to Determine Procedure

In the event of any doubt, dispute, or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these Bylaws.

11.12 Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

12. **DECISION MAKING AT BOARD MEETINGS**

12.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply, to be decided by a resolution requiring more than a simple majority, will be decided by Board Resolution.

12.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

12.3 Entitlement to Vote

Subject to section 11.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

12.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot; (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

13. **OFFICERS**

13.1 Officers

The officers of the Society are the President, Vice-President, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. The above required officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

13.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers. The President and Vice-President must be MNBC Citizens.

13.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 13.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

13.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

13.5 Replacement

Should the President or any other officer for any reason be unable to complete their term, the Board will remove such officer from their office and will elect a replacement without delay.

13.6 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board. The President shall also perform such additional duties as may be assigned by the Board.

13.7 Duties of Vice-President

The Vice-President will assist the President in the performance of their duties and will, in the absence of the President, perform those duties. The Vice-President shall also perform such additional duties as may be assigned by the Board.

13.8 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Society.

13.9 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
- (b) the rendering of financial statements to the Directors, Members, and others, when required.

13.10 Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

13.11 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one (1) Person who will be known as the Secretary-Treasurer.

14. INDEMNIFICATION

14.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges, and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

14.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees, or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

15. COMMITTEES

15.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may, from time to time, be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

15.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

15.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

15.4 Meetings

The members of a committee may meet and adjourn as they think proper, and meetings of the committees will be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Board.

16. **EXECUTION OF INSTRUMENTS**

16.1 No Seal

The Society will not have a corporate seal.

16.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Society may be signed as follows:

- (a) by the President, together with one (1) other Director, or
- (b) in the event that the President is unavailable to provide a signature, by any two (2) Directors appointed as signing officers.,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

16.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Society.

17. **FINANCIAL MATTERS AND REPORTING**

17.1 Fiscal Year

The fiscal year of the Society may be determined by the Board from time to time.

17.2 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

17.3 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of, and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

17.4 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

17.5 When Audit Required

The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution, in which case the Society will appoint an auditor qualified in accordance with, and will comply with, all relevant provisions of, Part 9 of the Act and these Bylaws.

17.6 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit or review engagement, an auditor will be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

17.7 Vacancy in Auditor

Except as provided in section 17.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

17.8 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

17.9 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

17.10 Restrictions on Appointment

A Person who is not independent of the Society in accordance with section 113 of the Act must not be appointed or act as the auditor for the Society.

17.11 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

17.12 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to the meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

18. **NOTICE GENERALLY**

18.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

18.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

18.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

19. **MISCELLANEOUS**

19.1 Dissolution

In the event of the winding up of the Association, funds and assets of the Association remaining after the satisfaction of all debts and liabilities, shall be given or transferred to the Métis Provincial Council of British Columbia, (MPCBC) to be used for the educational advancement of the Métis people. This provision was previously unalterable.

19.2 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;

- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal, or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

19.3 Founding Principles

The Métis Nation is distinct within the Aboriginal peoples of Canada. The Métis are distinct from First Nations and Inuit and are the descendants of the historic Métis who evolved, as a people with a common political will and consciousness.

In accordance with section 35 of the Constitution Act, 1982, the Métis people are an Aboriginal people within Canada whose existing Aboriginal and treaty rights are recognized and affirmed.

This provision was previously unalterable.

19.4 Fundamental Rights of Métis People

The MIKI'SIW Métis Nation has the right of self-determination. By virtue of that right we, the citizens of the Métis Nation, will freely determine our political status and freely pursue our political status and freely pursue our economic, social, and cultural development.

The MIKI'SIW Métis Nation undertakes to respect and ensure to all Métis citizens within the Nation, rights without distinction of any kind such as sex, language, religion, and political or other views.

Métis men and Métis women equally enjoy all civil and political rights set forth in these articles.

Every Métis citizen has the right to liberty of movement and freedom to choose their residence.

No Métis citizen shall be subject to arbitrary or unlawful interference with their privacy, family, home or correspondence, nor to unlawful attacks on their honour or reputation.

Every Métis citizen has the right to freedom of thought, expression, conscience, and religion.

Nothing in this constitution abrogates or derogates from the rights Métis people have or may exercise under the Canadian Charter of Rights and Freedoms.

This provision was previously unalterable.

19.5 Without Purpose of Gain

The purpose of the Association's Membership/Citizens shall be carried out without purpose of gain or other accretions to the Association shall be used for promoting its purposes. This provision was previously unalterable.

20. **BYLAWS**

20.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member will be provided with a copy of the Constitution and these Bylaws.

20.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

20.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.