



BYLAWS

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BYLAW AUTHORIZATION

Effective Date: February 12, 2020

Bylaw Amendments

Real Allard motion to accept the amendments made to the ACAA Bylaws. Seconded by Christine Solomon. All in Favor.

BYLAW PROCEDURES AUTHORIZATION

Effective Date: February 12, 2020

<u>B. Allard</u>	<u>February 21, 2020</u>
Board of Director, President Signature	Date

1. NAME

Indigenous Congress of Alberta Association (ICAA). The ICAA is the only corporation that is a recognized Provincial Affiliate of Congress of Aboriginal Peoples (CAP) in Alberta. The ICAA is a voice for Métis, Status and Non-Status Indians and Inuit Peoples living in Alberta. The ICAA shall be composed of Indigenous individuals interested in furthering the objectives, goals and aspirations of the Métis, Status and Non-Status Indians and Inuit Peoples living in Alberta.

2. ICAA

Indigenous Congress of Alberta Association shall be known by the acronym ICAA.

3. DEFINITIONS

“Act”	means the Societies Act of Alberta.
“ICAA”	means the Indigenous Congress of Alberta Association (ICAA).
“Board”	means the ICAA Board of Directors.
“By-laws”	refer to a document adopted by the Board of Directors to allow easier change to those items deemed more fluid and of a shorter term.
“Community”	shall include, but shall not be limited to, the following; Métis local, Métis community councils, Indigenous local, Indigenous Council, Indigenous non-profit corporation, ICAA territories, ICAA Incorporated territories, ICAA Incorporated councils, Indigenous families, incorporated Not for Profit organizations, Métis Settlements, Indigenous Settlements, and any other Indigenous community recognized by the ICAA Board of Directors.
The “ICAA Protocol Agreement”	is a legal contract between ICAA and a community which gives a mandate to ICAA. That agreement will state the relationship, voting rights and representation rights for a community.
“President”	refers to the Provincial representative of ICAA who is also the elected President of the Board of Directors and will act as the Chair of ICAA at all official meetings, functions and representations.

4. MEMBERSHIP

- 4.1. There are three types of membership in ICAA:
 - Individual membership;
 - Indigenous community membership; and
 - Corporate membership (when an Indigenous Community is incorporated).
- 4.2. Individual membership refers to a member, who has gone through ICAA's registry process. Only those members who have reached the "age of majority" shall be eligible to vote at any ICAA meeting.
- 4.3. Individual members of ICAA shall be full members.
- 4.4. A person is recognized to be an Indigenous member who:
 - a. provides sufficient documentation to prove to ICAA that he or she is an Indigenous as described by the ICAA registry process. Where documented background material is unavailable, self identity before a Notary Public may be accepted as sufficient documentation.
 - b. believes in and is willing to work towards the objectives, goals and aspirations of ICAA.

5. INDIGENOUS COMMUNITY

- 5.1. Community membership and corporate membership shall be limited to entities that have been granted recognition as communities representing Indigenous members specific to that community's Indigenous manifesto.
- 5.2. The Indigenous community members may have their own membership definition and membership, but to participate in ICAA voting and holding ICAA positions individuals must also have an ICAA membership (dual membership).
- 5.3. The Indigenous community must follow the ICAA election code to choose its representative to the ICAA Board of Directors.
- 5.4. The Indigenous community may include incorporated Indigenous for-profit entities and Indigenous not-for profit entities. The rights of the Indigenous community entities in ICAA, including voting rights, will be negotiated with each individual Indigenous community and formalized in a contract. The contract will be negotiated by the ICAA Executive and ratified by the ICAA Board of Directors.

6. FEES

- 6.1. Fees or dues payable upon obtaining Indigenous membership or Indigenous community status shall be at the discretion of the ICAA Board of Directors and set by adoption within the Bylaws.

7. RIGHTS MAY BE LIMITED

- 7.1. The rights of participation in the affairs of ICAA may be limited by the ICAA Board of Directors pursuant to this Bylaws.

8. HEAD OFFICE

- 8.1. The head office of the ICAA may change from time to time with the agreement of the Board of Directors and will be set by Bylaw amendment but in all cases shall be within the boundaries of the Province of Alberta.

9. ICAA BOARD OF DIRECTORS

- 9.1. ICAA shall take its direction from and shall report to the ICAA Annual General Meeting (AGM). The property and business of ICAA shall be managed by a Board of Directors, made up of elected Indigenous citizens and appointed Indigenous citizens who reside in the province of Alberta and/or belong to Indigenous communities.
- 9.2. The number of Directors will be subject to need and adjusted by means of the constitution. The ICAA Board of Directors shall consist of a President, Vice-President, Treasurer, Secretary, (or Secretary-Treasurer) Youth Directors, and at least four (4) but no more than eleven (11), elected Indigenous citizens from Alberta.
- 9.3. The Executive will include the President, Vice-President, Secretary and Treasurer (or Secretary-Treasurer). If the number of Directors allowed to attend and vote at an Annual General Assembly (AGA) of the CAP will be fewer than the number of Directors on the Board, the Executive shall decide who may attend as a voting member representing ICAA. In all cases, the Board will attempt to have at least one (1) representative Board member from each of the regions of Alberta (regions as delineated by the Board) at all times.

10. GOALS OF ICAA

- 10.1. The primary vision, mission and strategic objective of ICAA is to create a voice within CAP on behalf of Indigenous peoples who reside within Alberta, which can properly represent those people to the all orders of government and all other partners and stakeholders.
- 10.2. The secondary goal of ICAA is to promote access to programs denied our membership in such areas such as: health and wellness, employment, education, justice, housing, and culture. ICAA will strongly advocate for equitable recognition of rights, programs and services for Indigenous peoples within Alberta.
- 10.3. A tertiary goal is to ensure a reliable process which will keep our members informed.

11. AUTHORITY TO BORROWING

- 11.1. The ICAA Executive will have the authority and responsibility for management of the day to-day affairs of ICAA. The ICAA Board of Directors may from time to time borrow money on the
- a. credit of the corporation; and/or
 - b. issue, sell or pledge securities of the corporation; and/or
 - c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, including book debts, right, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt or any other obligation or liability of the Corporation; and/or
 - d. The ICAA Board of Directors may authorize any Director or employee of the corporation 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 thereof, 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 corporation as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the corporation.

12. MEMBERSHIP ON ICAA BOARD OF DIRECTORS

- 12.1. Between elections at the ICAA AGM which includes the election of Board members, a vacancy on the Board may be filled in accordance to rules set out in these Bylaws. The Board may also accept a Directors resignation in accordance to these Bylaws.

13. ELECTION PROCESS

- 13.1. The ICAA Board of Directors will create a ballot box election process for elections at the ICAA AGM and will incorporate Regional representation within this process. Every ICAA member will have the right to vote. Elections will occur every three years thereafter.
- 13.2. Voting shall be by way of secret ballot and will include one ballot for those seeking election as “President” of the Board and a second ballot for those seeking election as a Director of the Board. The other Executive members shall be elected in the same manner as the President.
- 13.3. The persons with the highest vote count, but not necessarily a election of President, a clear majority 50% plus one (1) of vote is required to be elected. Second and further ballots may be cast as required until there is clear winner. Where additional ballots are needed to be cast, balloting will continue without i\

interruption until a decision has been reached.

- 13.4. The management of ICAA will be turned over immediately following the meeting, to the ICAA Executive and ICAA Board of Directors as selected by the process established.

14. ANNUAL GENERAL MEETING (AGM) & LEGAL POWERS

- 14.1. The ICAA AGM shall take place within fourteen (14) months of the previous AGM, but no less than ten (10) months after the previous one and may be held at any place in Alberta and at any date within the allotted time frame, as determined by the ICAA Board of Directors.
- 14.2. The ICAA AGM is the forum where ICAA members set the goals, priorities and policy of ICAA.
- 14.3. The resolutions of the ICAA AGM give direction to the ICAA Board of Directors and must be spoken to at the next ICAA AGM.
- 14.4. The ICAA AGM is the only forum that has the authority to create and amend the Bylaws of ICAA, and to give a mandate to the ICAA Executive and ICAA Board of Directors. The ICAA AGM is the last appeal for all issued regarding ICAA and its members.
- 14.5. The ICAA Board of Directors shall have the power to enter into contracts which the ICAA may lawfully enter into and may exercise all such other powers and do all such other acts and things as otherwise by law authorized to exercise and do.
- 14.6. The ICAA Board of Directors is authorized to open a bank account and issue cheques and enter into loans, and lines of credit, and use credit cards as accorded in Section 11 of this Bylaw.

15. DUTIES OF THE ICAA PRESIDENT

- 15.1. The President is the chief officer of the society. The President:
 - presides at all meetings of the society, the Board of Directors and the Executive Committee;
 - calls meetings of the Board and the Executive Committee;
 - is responsible for the overall direction of the Board;
 - is the main spokesperson for the Society; and
 - is an ex officio member of the Committees of the Society (the President may be a voting or a non-voting member of the committees).
- 15.2. The ICAA President shall be responsible for the general and active management of the affairs of the ICAA, until such time as core funding allows for the hiring of

an Executive Director.

- 15.3. The ICAA President shall perform such other duties as may be prescribed by the ICAA Board of Directors and ICAA AGM voting members.

16. DUTIES OF ICAA VICE PRESIDENT

- 16.1. The ICAA Vice-President shall perform all duties and functions of the President in their absence or in their inability to do so.
- 16.2. The ICAA Vice-President shall perform such other duties as may be prescribed by the ICAA Board of Directors.

17. DUTIES OF THE ICAA SECRETARY

- 17.1. The ICAA Secretary shall see that all orders and resolutions of the ICAA Board of Directors and AGM meetings are duly recorded.
- 17.2. The ICAA Secretary shall be the custodian of the ICAA seal and minutes and all incorporation documents, and report to the required authority of any changes to the Bylaws of the Board of Directors, as required by law.
- 17.3. The ICAA Secretary shall be responsible to establish a mailing address and to receive mail on behalf of ICAA for presentation and, where necessary, action at the next Board meeting.
- 17.4. The ICAA Secretary is responsible to give to be given notice of all meetings of ICAA and shall attend all meetings and ensure that all votes and minutes of the entire proceeding are responsibly kept in the books of ICAA. The ICAA Secretary shall perform such other duties as may be prescribed by the ICAA Board of Directors.

18. DUTIES OF THE ICAA TREASURER

- 18.1. The ICAA Treasurer shall present financial statements at every ICAA Board meeting for review and discussion.
- 18.2. The ICAA Treasurer shall present the financial statements of the Society at every ICAA AGM.
- 18.3. The ICAA Treasurer shall perform such other duties as may be prescribed by the ICAA Board of Directors.

19. ICAA INDIGENOUS ELDER

- 19.1. The ICAA will endeavor to engage and invite a minimum of three (3) Elders to participate in the activities of the ICAA. These individuals will be chosen in recognition of their knowledge, community contribution, leadership, and acts of empowerment on behalf of the community at large.
- 19.2. The Elder is an ex-officio member of the ICAA board of Directors with no voting rights.
- 19.3. The Elder may speak to the long-term goals and is invited to help the Board to keep these goals in mind when decisions are made.
- 19.4. The Elder will be approached to assist in providing ceremonial functions and may act as a support to the dispute mediation process and help ensure a respectful resolution is archived for all.

20. ICAA YOUTH ADVISOR

- 20.1. Two (2) youth between the ages of 18 to 30 years old will be elected at the ICAA AGM.
- 20.2. The ICAA Youth Director will be an ICAA Board of Director who will speak to youth issues.
- 20.3. The Youth Director should examine all ICAA discussions and decisions to reflect on how these decisions impact the youth.
- 20.4. The ICAA Youth Director would also sit on the youth body of the Congress of Aboriginal Peoples and contribute to monthly and/or the ICAA Annual Report.

21. DUTIES OF ICAA BOARD OF DIRECTORS

- 21.1. The duties of all members of the ICAA Board of Directors shall be to follow the Bylaws and Policies of ICAA. The ICAA Board of Directors shall ensure that ICAA practices fiscally sound management and balances the budget of ICAA. The ICAA Board of Directors shall have unlimited and timely access to all documents requested except personal employee information. These documents and their access shall be governed by the ICAA privacy policy.
- 21.2. The ICAA Board of Directors will champion the issues of the ICAA members and represent the ICAA members to the best of their ability.

22. MEETING OF THE ICAA

- 22.1. Meetings of the ICAA Board of Directors may be held at any time and place to be determined by the Executive provided that 48 hours notice of such meeting is given to each ICAA Director. No error or omission in giving notice of any meeting of the ICAA Board of Directors shall invalidate such meeting or make void any proceedings taken and any ICAA Board of Directors may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken. ICAA Board of Directors' meetings may also be conducted by teleconference or by "online conference" when and where available.
- 22.2. Each voting ICAA Director participating in the meeting has one vote.
- 22.3. ICAA Board of Directors must hold a minimum of four (4) meetings annually.
- 22.4. The ICAA Board of Directors may call a special meeting by having a majority of Directors signatures on a request sent to the ICAA President. This cannot be waived and must be accommodated.
- 22.5. The ICAA Board of Directors must hold a yearly meeting in person and this shall be deemed to be the ICAA AGM. This meeting may be expanded to include community delegates or called a Special Meeting but would satisfy the Bylaw requirement to hold an AGM. The ICAA Board of Directors has the sole authority to set the size and make-up of the ICAA AGM to ensure there is no deficit for ICAA as a result of holding that meeting.
- 22.6. All in-camera decisions must be recorded in the minutes.

23. PHONE MEETINGS AND EMAIL NOTICE

- 23.1. The ICAA Chair may call a special meeting of the ICAA Board of Directors by e-mail notice if said email is sent three (3) clear days in advance. Notice is not required if two thirds (2/3) of all ICAA Directors consent to waiving notice. A phone conference call meeting is recognized as being a duly called meeting and participating in such a meeting by such means is deemed to be present at the meeting.
- 23.2. The voice recording of any meeting must be previously announced and is only allowed if one half (1/2) of those present agree to the voice recording being made. No in-camera meeting will be voice recorded or videotaped.

24. QUORUM

- 24.1. Sixty (60) percent (%) members shall constitute a quorum of the ICAA Board of Directors or at the first AGM.

- 24.2. After the first AGM, a quorum will consist of at least fifty-one (51) percent (%) of the registered members present, or 100 members, whichever is the lower number.

25. RESOLUTION IN WRITING

- 25.1. An ICAA Director may be remunerated or paid expenses incurred by him or her in the performance of his or her duties as funding allows, and as pre-approved by the ICAA Board of Directors in compliance with ICAA's financial policy.
- 25.2. An ICAA Director may provide services to ICAA under a term contract for services so long as there exists no conflict of interest.
- 25.3. ICAA Directors shall not be an Employee of the ICAA.
- 25.4. An ICAA Director must step down if he or she becomes an employee of the Society. This does not include Directors are remunerated or paid a per-diem for duties as a member of the ICAA Board of Directors.

26. COMPENSATION FOR ICAA DIRECTORS

- 26.1. An ICAA Director may be remunerated or paid expenses incurred by him or her in the performance of his or her duties as funding allows, and as pre-approved by the ICAA Board of Directors in compliance with ICAA's finance policy and procedures.
- 26.2. An ICAA Director may provide services to ICAA under a term contract for services so long as there exists no conflict of interest.
- 26.3. ICAA Directors shall not be an Employee of the ICAA.
- 26.4. An ICAA Director must step down if he or she becomes an employee of the Society. This does not include Directors are remunerated or paid a per-diem for duties as a member of the ICAA Board of Directors.

27. AMENDMENT OF BYLAWS

- 27.1. The Bylaws of ICAA may be repealed or amended by resolutions passed by an affirmative vote of the majority of the eligible voters registered at the ICAA, or by a majority of registered ICAA members at the subsequent AGM of the ICAA.

28. FINANCIAL YEAR AND ACCOUNTABILITY

- 28.1. The fiscal year end of the ICAA shall be March 31st. ICAA shall operate on a balanced budget basis and shall provide quarterly financial statements and quarterly budget projections, which shall be made available to the membership upon request.

29. SEAL OF ICAA

- 29.1. The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the ICAA Corporation.

30. ETHICS AND CONFLICT OF INTEREST - STANDARDS OF CONDUCT

- 30.1. Committee or Staff members of ICAA are bound to act honestly, in good faith, and in the best interests of the ICAA. Consistent with such standards of conduct policies.
- 30.2. Each Board member, Committee member or Staff member is under an obligation to avoid, whenever reasonably possible, a conflict of interest.