



BYLAWS

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BYLAW AUTHORIZATION

Approved: August 8, 2020

Bylaw Amendments

Motion to approve the ACAA Bylaw amendments. Moved by Daniel Poirier and seconded by Liam Thompson. All in Favor.

BYLAW PROCEDURES AUTHORIZATION

Effective Date: August 8, 2020

B. Allard
Board of Director, President Signature

September 8, 2020
Date

1. NAME

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

2. ACAA

Aboriginal Congress of Alberta Association shall be known by the acronym ACAA.

3. DEFINITIONS

“Act”	means the Societies Act of Alberta.
“ACAA”	means the Aboriginal Congress of Alberta Association (ACAA).
“Board”	means the ACAA 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, Aboriginal local, Aboriginal Council, Aboriginal non-profit corporation, ACAA territories, ACAA Incorporated territories, ACAA Incorporated councils, Aboriginal families, incorporated Not for Profit organizations, Métis Settlements, Aboriginal Settlements, and any other Aboriginal community recognized by the ACAA Board of Directors.
The “ACAA Protocol Agreement”	is a legal contract between ACAA and a community which gives a mandate to ACAA. That agreement will state the relationship, voting rights and representation rights for a community.
“President”	refers to the Provincial representative of ACAA who is also the elected President of the Board of Directors and will act as the Chair of ACAA at all official meetings, functions and representations.

4. MEMBERSHIP

- 4.1. There are three types of membership in ACAA:
 - Individual membership;
 - Aboriginal community membership; and
 - Corporate membership (when an Aboriginal Community is incorporated).
- 4.2. Individual membership refers to a member, who has gone through ACAA's registry process. Only those members who have reached the "age of majority" shall be eligible to vote at any ACAA meeting.
- 4.3. Individual members of ACAA shall be full members.
- 4.4. A person is recognized to be an Aboriginal member who:
 - a. provides sufficient documentation to prove to ACAA that he or she is an Aboriginal as described by the ACAA 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 ACAA.

5. ABORIGINAL COMMUNITY

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

6. FEES

- 6.1. Fees or dues payable upon obtaining Aboriginal membership or Aboriginal community status shall be at the discretion of the ACAA 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 ACAA may be limited by the ACAA Board of Directors pursuant to this Bylaws.

8. HEAD OFFICE

- 8.1. The head office of the ACAA 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. ACAA BOARD OF DIRECTORS

- 9.1. ACAA shall take its direction from and shall report to the ACAA Annual General Meeting (AGA). The property and business of ACAA shall be managed by a Board of Directors, made up of elected Aboriginal citizens and appointed Aboriginal citizens who reside in the province of Alberta and/or belong to Aboriginal communities.
- 9.2. The number of Directors will be subject to need and adjusted by means of the constitution. The ACAA 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 Aboriginal 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 ACAA. 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 ACAA

- 10.1. The primary vision, mission and strategic objective of ACAA is to create a voice within CAP on behalf of Aboriginal 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 ACAA is to promote access to programs denied our membership in such areas such as: health and wellness, employment, education, justice, housing, and culture. ACAA will strongly advocate for equitable recognition of rights, programs and services for Aboriginal 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 ACAA Executive will have the authority and responsibility for management of the day to-day affairs of ACAA. The ACAA 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 ACAA 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 ACAA BOARD OF DIRECTORS

- 12.1. Between elections at the ACAA AGA 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 ACAA Board of Directors will create a ballot box election process for elections at the ACAA AGA and will incorporate Regional representation within this process. Every ACAA 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 ACAA will be turned over immediately following the meeting, to the ACAA Executive and ACAA Board of Directors as selected by the process established.

14. ANNUAL GENERAL ASSEMBLY (AGA) & LEGAL POWERS

- 14.1. The ACAA AGA shall take place within fourteen (14) months of the previous AGA, 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 ACAA Board of Directors.
- 14.2. The ACAA AGA is the forum where ACAA members set the goals, priorities and policy of ACAA.
- 14.3. The resolutions of the ACAA AGA give direction to the ACAA Board of Directors and must be spoken to at the next ACAA AGA.
- 14.4. The ACAA AGA is the only forum that has the authority to create and amend the Bylaws of ACAA, and to give a mandate to the ACAA Executive and ACAA Board of Directors. The ACAA AGA is the last appeal for all issued regarding ACAA and its members.
- 14.5. The ACAA Board of Directors shall have the power to enter into contracts which the ACAA 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 ACAA 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 ACAA 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 ACAA President shall be responsible for the general and active management of the affairs of the ACAA, until such time as core funding allows for the hiring of an Administrator.

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

16. DUTIES OF ACAA VICE PRESIDENT

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

17. DUTIES OF THE ACAA SECRETARY

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

18. DUTIES OF THE ACAA TREASURER

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

19. ACAA ABORIGINAL ELDER

- 19.1. The ACAA will endeavor to engage and invite a minimum of three (3) Elders to participate in the activities of the ACAA. 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 ACAA 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. ACAA YOUTH ADVISOR

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

21. DUTIES OF ACAA BOARD OF DIRECTORS

- 21.1. The duties of all members of the ACAA Board of Directors shall be to follow the Bylaws and Polices of ACAA. The ACAA Board of Directors shall ensure that ACAA practices fiscally sound management and balances the budget of ACAA. The ACAA 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 ACAA privacy policy.
- 21.2. The ACAA Board of Directors will champion the issues of the ACAA members and represent the ACAA members to the best of their ability.

22. MEETING OF THE ACAA

- 22.1. Meetings of the ACAA 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 ACAA Director. No error or omission in giving notice of any meeting of the ACAA Board of Directors shall invalidate such meeting or make void any proceedings taken and any ACAA Board of Directors may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken. ACAA Board of Directors' meetings may also be conducted by

teleconference or by “online conference” when and where available.

- 22.2. Each voting ACAA Director participating in the meeting has one vote.
- 22.3. ACAA Board of Directors must hold a minimum of four (4) meetings annually.
- 22.4. The ACAA Board of Directors may call a special meeting by having a majority of Directors signatures on a request sent to the ACAA President. This cannot be waived and must be accommodated.
- 22.5. The ACAA Board of Directors must hold a yearly meeting in person and this shall be deemed to be the ACAA AGA. This meeting may be expanded to include community delegates or called a Special Meeting but would satisfy the Bylaw requirement to hold an AGA. The ACAA Board of Directors has the sole authority to set the size and make-up of the ACAA AGA to ensure there is no deficit for ACAA 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 ACAA Chair may call a special meeting of the ACAA 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 ACAA 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. After the first AGA, a quorum will consist of at least fifty-one (51) percent (%) or 10 members registered, whichever is the lower number.

25. RESOLUTION IN WRITING

- 25.1. An ACAA 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 ACAA Board of Directors in compliance with ACAA’s financial policy.
- 25.2. An ACAA Director may provide services to ACAA under a term contract for services so long as there exists no conflict of interest.

- 25.3. ACAA Directors shall not be an Employee of the ACAA.
- 25.4. An ACAA 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 ACAA Board of Directors.

26. COMPENSATION FOR ACAA DIRECTORS

- 26.1. An ACAA 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 ACAA Board of Directors in compliance with ACAA's finance policy and procedures.
- 26.2. An ACAA Director may provide services to ACAA under a term contract for services so long as there exists no conflict of interest.
- 26.3. ACAA Directors shall not be an Employee of the ACAA.
- 26.4. An ACAA 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 ACAA Board of Directors.

27. AMENDMENT OF BYLAWS

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

28. FINANCIAL YEAR AND ACCOUNTABILITY

- 28.1. The fiscal year end of the ACAA shall be March 31st. ACAA 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 ACAA

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

30. ETHICS AND CONFLICT OF INTEREST - STANDARDS OF CONDUCT

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

