



# ROCKY MOUNTAIN MÉTIS ASSOCIATION

## Special General Meeting

Date: August 8, 2024, at 6:30 PM

Location: 108 Van Horn Street South, Cranbrook, BC & Via Zoom

### 1. WELCOME

### 2. LAND ACKNOWLEDGEMENT

### 3. OPENING GOOD WORDS

### 4. ADOPTION OF THE SGM AGENDA

*Proposed Motion:*

*THAT the August 8, 2024, Special General Meeting agenda be adopted as presented.*

### 5. SPECIAL RESOLUTIONS

#### 5.1 Constitutional Amendments [See Appendix A]

**Whereas:**

1. The Rocky Mountain Métis Association Board had struck a Governance Committee for Bylaw and Constitutional review.
2. The Governance Committee recommended a full update of the Association's Constitution.
3. Section 15 of the British Columbia Societies' Act provides the requirements to amend the Constitution.

**Resolved:**

- A. THAT The Rocky Mountain Métis Association will strike and replace the current Constitution with the newly proposed Constitution (2024) as attached.

#### 5.2 Bylaw Amendments [See Appendix B]

**Whereas:**

1. The Rocky Mountain Métis Association Board had struck a Governance Committee for Bylaw and Constitutional review.
2. The Governance Committee recommended a full update of the Association's Bylaws.
3. The current Bylaws of the Association provides the amendment procedure in Sections 8.1-8.4.

**Resolved:**

- A. THAT The Rocky Mountain Métis Association will strike and replace the current Bylaws (2018) with the newly proposed Bylaws (2024) as attached.

### 6. ADJOURNMENT

*Proposed Motion:*

*THAT the meeting adjourns at –*

## **Appendix A**

### **CONSTITUTION**

#### **OF**

### **ROCKY MOUNTAIN MÉTIS ASSOCIATION**

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(the "Society")

The name of the Society is Rocky Mountain Métis Association

The purposes of the Society are:

The Rocky Mountain Métis Association shall work under the guidelines & legislation of the Metis Nation British Columbia as per the Community Charter membership.

The Rocky Mountain Métis Association shall work with and for the Métis people in the defined area of Cranbrook and MNBC designated area of the Association.

The Rocky Mountain Métis Association shall bring cultural relevance and awareness to Métis people in designated area.

The Rocky Mountain Métis Association shall be the political voice of the Métis people in the designated area.

## Appendix B

### BYLAWS OF THE ROCKY MOUNTAIN MÉTIS ASSOCIATION

(the “Society”)

#### Part 1 – Definitions and Interpretation

##### Definitions

1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**AGM**” means the Annual General Meeting of the Society;

“**Associate Member**” means an individual who has a connection with the Métis Community in Cranbrook and MNBC designated area and wishes to celebrate Métis cultural heritage, but is not an MNBC Citizen;

“**Board**” or “**Board of Directors**” means the directors of the Society;

“**Bylaws**” means these Bylaws as may be altered from time to time;

“**Citizenship Act**” means the Citizenship Act adopted and ratified by the Métis Citizen Members of the MNBC as, amended from time to time;

“**Constitution**” means the MNBC *Constitution*.

“**Community**” means those individuals who, residing in a defined geographical area, are related to each other through Métis connections of a historical, cultural, or traditional nature;

“**Director**” means an individual who has been designated, elected, or appointed as a member of the Board of Directors of the Society;

“**Executive**” consists of the President, Vice-President, Secretary, Treasurer or Secretary-Treasurer;

“**Distinct from other Aboriginal Peoples**” means distinct for cultural and nationhood purposes;

“**Member**” means a Métis Citizen who has applied for and has been accepted by the Board of Directors and is a Member in good standing of the Society;

“**Métis Citizen**” or “**Citizen**” means a Métis Citizen as defined by the MNBC *Constitution*;

“**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 Section 35 of the Constitution Act of 1982;

“**Métis Nation British Columbia**” or “**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;

“**Métis Provincial Council of British Columbia**” or “**MPCBC**” means the organization of that name which

is registered as a society with the Province of British Columbia, and which fulfills the administrative functions of the MNBC and is referred to as the MNBC Secretariat; and

“SGM” means a special general meeting of the Society.

### **Definitions in Act apply**

- 1.1 The Definitions in the Act shall apply to these Bylaws.

### **Conflict with Act or regulations**

- 1.2 Any conflict between the provisions of these Bylaws and the Act or the regulations to the Act the provisions of the Act or the regulations will prevail.

## **Part 2 – Membership**

### **Membership in the Society**

- 2.1 Individuals who claim Métis heritage, who self-identify as Métis, are of historic Métis Nation Ancestry, are distinct from other Aboriginal peoples, and who reside within the geographic boundaries of the Society, may apply to the Board of Directors to be a Member of the Society.
- 2.2 Individuals applying to be a Member of the Society must provide proof that they are a Métis Citizen. If an individual has applied to be a Métis Citizen, they may request to be an Associate Member until such time as confirmation from the MNBC Ministry of Citizenship is available.

### **Associate Member**

- 2.3 Individuals who have a cultural, familial, or historic connection with Members of the Society and who wish to join with Citizens in celebrating the Métis cultural heritage, who reside within the geographic boundaries of the Society, and who are not MNBC Citizens, may apply to be an Associate Member in the Society by application to the Board of Directors.
- 2.4 An Associate Member, upon providing proof that they are a Métis Citizen, may request to be made a Member of the Society.

### **Citizenship Application**

- 2.5 Upon receipt of an MNBC Application for Citizenship, the Community shall forward the Application to the MNBC Ministry of Citizenship for review, who will notify the applicant of the results of the review.

### **Privacy Policy**

- 2.6 Applications for Métis Citizenship shall be dealt with in accordance with the privacy policy and procedure as developed by the MNBC and as set out in the MNBC *Citizenship Act* which shall govern the challenges to and appeals from the decisions of the Society.

### **Member in Good Standing**

- 2.7 A Métis Citizen who resides within the geographic area boundaries of the Society shall, upon

acceptance by the Board of Directors become a Member in good standing of the Society.

- 2.8** Associate Members shall not be deemed to be Métis Citizens and shall not be entitled to voting at general meetings, nor may they serve on the Board of Directors.
- 2.9** The Board of Directors shall review an application for Associate Membership and may refuse Associate Membership to any person for legitimate purposes.

### **Suspension of Membership**

- 2.1** Any Member may be suspended or removed from the Society or have their name removed from the list of the Members of the Society:
- a) By voluntary resignation provided in writing, or
  - b) By a three-quarters (3/4) vote at an AGM or SGM called for that purpose, if notice of that suspension or removal is given to that person at least 30 days prior to the AGM or SGM, and that person has had an opportunity to give an oral and/or written response to the suspension or removal.
- 2.2** Notice of a suspension or removal shall be made to the Member being suspended or removed in a written document which describes in plain, unambiguous language the proposed suspension or removal and the reasons therefore as described in the MNBC policy and procedure manual as amended from time to time.
- 2.3** A Member shall not be suspended or removed from the Society, or have their name removed from the list of Members in any way except as is set out in these Bylaws.
- 2.4** No Member may be suspended for more than 2 years. A suspended Member may not run for any office, sit on the Board of Directors, or serve on any committee of the Society.
- 2.5** An Associate Member may have their privileges as Associate Members removed, suspended, or restricted by a majority vote of the Citizen Members of the Society:
- a) By voluntary resignation provided in writing, or
  - b) By a majority vote at an AGM or SGM called for that purpose, if notice of that suspension or removal is given to that person at least 30 days prior to the AGM or SGM, and that person has had an opportunity to give an oral and/or written response to the suspension or removal.

## **Part 3 – Meetings**

### **Time and place of general meeting**

- 3.1** A general meeting must be held at the time and place that the Board determines, at least once in every calendar year.

### **Ordinary business at general meeting**

- 3.2** Ordinary business to be conducted at a general meeting includes the following:

- a) adoption of the rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of officers, Directors, or auditor's reports, if any;
- d) election or appointment of Directors when applicable;
- e) appointment of an auditor, if required;
- f) business arising out of a report of the Directors not requiring the passing of a special resolution; and
- g) such other matters as shall be included on the Agenda for that AGM.

### **Special General Meetings**

- 3.3** Special or Extraordinary General Meetings ("SGM") shall be held when circumstances deemed required by the Board of Directors on seven (7) days' notice to the Members.

### **Notice**

- 3.4** Notice of an AGM or SGM shall be provided to Members by facsimile, email or post at the last known facsimile number, email contact, or address registered by the Member, and must state the nature of any business, other than ordinary business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 3.5** Notice of each AGM, as well as the agenda for each AGM, shall be provided to the Members no less than fourteen (14) days before the date of the AGM.
- 3.6** Notice of a general meeting must be given to:
- a) every Member and Associate of the Society shown on the register of members on the day notice is given;
  - b) the Métis Nation BC Regional Director

And for greater certainty no other person is entitled to receive notice of a general meeting.

### **Participation**

- 3.7** All Members shall be entitled to attend and participate in an AGM or SGM. Only those Members who are 18 years of age or older on the date of the AGM or SGM, and a Member in good standing of the Society for at least 30 days prior to the date of an AGM or SGM will be entitled to vote at an AGM or SGM.  
Associate Members may attend and are not entitled to vote.

### **Chair**

- 3.8** The Chair for a general meeting shall be an individual appointed by the Board of Directors. If an individual is not appointed or is unavailable at the meeting, the voting Members in attendance at the meeting shall elect an individual from the Members present at the meeting.

### **Quorum**

- 3.9** The quorum for the transaction of business at a general meeting is 9 voting Members.
- 3.10** If a quorum is not present within 30 minutes of the time set for the meeting, the meeting shall be

adjourned to a date to be set by the Board of Directors. If a quorum is not present at that meeting within 30 minutes of the time set for that meeting, the Members who are present for that meeting constitute a quorum.

### **Methods of Voting**

- 3.11** Voting at a general meeting shall be by show of hands unless a secret ballot vote is requested by a majority of the members in attendance. If members attend electronically and/or the general meeting is held electronically and in person a polling feature in the communications medium may be used for voting.
- 3.12** Voting by proxy is not permitted.
- 3.13** All matters to be decided at a general meeting are decided by ordinary resolution and adopted by a majority vote, unless the matter is required by these Bylaws or the Act to be decided by a special resolution or another resolution with a higher voting threshold.

## **Part 4 - Directors**

### **Composition**

- 4.1** The Board of Directors shall be comprised of no fewer than three (3) and no greater than a maximum of 11 Directors, which shall include a President, Vice-President, Secretary, Treasurer or Secretary-Treasurer, and up to 8 other Directors, all of whom must be Métis Citizens. Board Members cannot be a director of any other Métis organization in British Columbia nor can they be an Employee of the RMMA.
- 4.2** An Officer of the Hunt for the Society will be selected per the BCMANR guidelines for selecting an Officer of the Hunt.
- 4.3** A Youth Representative must be between 18 and 29 years of age to hold a Board position.

### **Calling a Directors Meeting**

- 4.4** A Board of Directors' meeting may be called by the President or by two (2) other Directors on seven (7) days' notice unless that notice period is waived by the Directors.

### **Quorum of Directors**

- 4.5** A majority of the current members of the Board of Directors will constitute a quorum for a directors' meeting.

### **Conduct of Directors' Meetings**

- 4.6** The President of the Society and in their absence, the Vice-President, shall be the Chairperson for meetings of the Board of Directors. In the event the President or Vice-President is not available or does not attend a meeting of the Board of Directors, the Directors in attendance at the meeting shall, upon confirming quorum, appoint a Director from among them to be the chairperson for the meeting.

### **Responsibilities of Directors**

- 4.7** The Board of Directors may exercise all the powers and do all the acts and things that the Society may do and may, in the exercise of their duties and on behalf of and in the name of the Society, raise or secure funds and the payment or repayment of money in the manner they decide.
- 4.8** The Board of Directors will not institute annual Membership fees or such other fees or charges for application for membership or for the provision of services by the Society.

#### **Ceasing to be a Director**

- 4.9** A Director who has been appointed or elected to hold an Executive position office as set out in Bylaw 4.1 may be suspended or removed from the Executive position by a two-thirds (2/3) vote of the Board of Directors in attendance at a meeting of the Board called for that purpose. The suspension or removal of a Director from an Executive position does not suspend or remove that Director from their position as a Director.
- 4.10** A person is disqualified from being a Director when they hold a position with the MNBC for which they receive remuneration or income. A person is not disqualified from being a Director if that person receives an honorarium or per diem for performing the duties of a Director of the Society.
- 4.11** A Director may be removed from their position of Director:
- a) when they are disqualified;
  - b) when they are convicted of a criminal offence carrying a penalty of two years or greater; or
  - c) when they have been removed by a majority vote of the Members in attendance and entitled to vote at an AGM or an SGM when at least seven (7) days' notice of that Director's removal has been provided to the Director prior to the AGM or SGM.
- 4.12** A Director may be suspended by a two-thirds (2/3) vote of the Board of Directors. A Director so suspended may appeal the suspension to the Senate whose decision shall be final and binding. A suspension may be with or without remuneration at the discretion of the Board of Directors.
- 4.13** A Director shall be given at least seven (7) days' notice of any proposed resolution to remove or suspend that Director, and they shall be given an opportunity to speak to the Board of Directors or to the Society Members in attendance at an AGM or SGM where the removal or suspension will be subject to discussion and/or vote.

#### **Directors May Fill Vacancy on the Board**

- 4.14** The Board of Directors, by majority vote, may appoint a Métis Citizen to fill a vacancy on the Board of Directors, and that person shall hold office for which there was a vacancy until an SGM is called for that purpose, or an AGM is held at which time nominations for the vacant position shall be accepted and the position filled by an election in accordance with the provisions of these Bylaws.
- 4.15** If the number of elected Directors falls below the minimum number required as set out in Bylaw 4.1, the Board of Directors must appoint people to meet the minimum number required.

#### **Remuneration**

- 4.16** Unless funding is authorized at an AGM and after notice of same has been given, no Director shall receive any remuneration for their services as a Director.



## **Conflict of Interest**

- 4.17** Where a Director has a real or apparent conflict of interest in a matter discussed during a Directors meeting, AGM, or SGM, the Director with the real or apparent conflict of interest must follow the procedures set out in the *Societies Act*.

## **Part 5 – Elections**

### **Election or Appointment to Board of Directors**

- 5.1** Subject to the provisions of these Bylaws a Director's term of office shall be no more than two (2) years.
- 5.2** Directors shall be elected in an election held at the AGM in the year on which the term for those Directors shall expire or shall have expired.
- 5.3** All Director positions shall be voted on directly by members.
- 5.4** The number of terms that a Citizen may hold office as a Member of the Board of Directors is unlimited.
- 5.5** Subject to the provisions of these Bylaws, any Member who is eighteen (18) years of age or older may, if qualified, be nominated and, if elected, hold office as a Board member, except in the case of a designated youth representative who may be between 18 and 29 years of age.

A member who is not in attendance at an AGM may accept a nomination by providing acceptance in writing (letter, text, email) prior to the election.

### **Voting**

- 5.6** Associate Members shall not be entitled to a vote at elections.
- 5.7** Members shall be entitled to vote in an election for a member of the Board of Directors if that Member:
- a) is 18 years of age or older as of the date of the election;
  - b) has been a resident of British Columbia for at least six (6) months prior to the date of the election; and
  - c) has been a resident within the geographical area of the Society area for no less than thirty (30) days prior to the date of the election.
- 5.8** Despite Article 5.7a, a member who is 16 or 17 and meets the requirements of Articles 5.7b and 5.7c, may vote for a designated youth representative.
- 5.9** Elections for the Board must be conducted by a secret ballot.
- 5.10** Should only one candidate be nominated for a position on the Board, that candidate will be declared elected by acclamation.

### **Nominations**

- 5.11** Members may obtain nomination papers for available positions on the Board of Directors from a member of the Board of Directors or the Community's website if one exists at least ten (10) days prior to the date of the AGM, but may be nominated and allowed to stand for office from the floor at an AGM.
- 5.12** A Member seeking a position on the Board shall be required to provide:
- a) proof of residency;
  - b) proof of MNBC citizenship; and
  - c) attestation that they are not disqualified to act as a Director under Section 44 of the *Societies Act*.

### **Part 6 - Relationship with MNBC**

- 6.1** 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.
- 6.2** The Society shall 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.
- 6.3** 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.

### **Part 7 - Dissolution**

- 7.1** On the winding up or dissolution of the Society any and all assets remaining after all the just debts of the Community have been paid shall be transferred to a society having a charitable purpose similar to that of the Society. Any transfer of assets to such society shall be sufficient to discharge any and all obligations and responsibilities of the Society in relation to those assets.

### **Part 8 - Amendment**

- 8.1** Except for those Bylaws that provide for matters relating to full and Associate Members that include Bylaws 2.1 to 2.5 inclusive, and 5.6, these Bylaws shall only be amended by a Special Resolution requiring three-quarters (3/4) of the Society Members present and voting at an AGM or SGM to approve, where no less than fifteen (15) days notice of the proposed amendment has been given.
- 8.2** Amendments to Bylaws 2.1 to 2.5 inclusive, and 5.6, shall only be amended by a Special Resolution requiring 85% of the Members present and voting at an AGM or SGM to approve, where no less than thirty (30) days' notice of the proposed amendment has been provided to the Members.
- 8.3** Except as provided elsewhere in these Bylaws, all proposed amendments to the Bylaws must be registered with the Board of Directors no less than twenty (20) days prior to the date of the AGM or SGM and if approved, shall come into effect on the later of the date at which it is filed with the BC Registrar of Societies or the date specified in the special resolution.
- 8.4** All members and associate members have the right to request a copy of the current bylaws from the Board of Directors.

## **Part 9 – Parliamentary Authority**

- 9.1** The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

## **Part 10 – Notice**

### **Notice to Members and Directors**

- 10.1** Notice is given to a member by the Society if the Society provides the notice to the member:
- a) by personal delivery to the member;
  - b) by ordinary mail to the member's registered address; or
  - c) if the member has provided an email address for that purpose, by email to that email address.

### **Deemed Receipt**

- 10.2** Notice to a member is deemed to have been received:
- a) if delivered in person, on the day that the notice was delivered;
  - b) if sent by ordinary mail, on the second day (excluding Saturdays, Sundays and holidays) after the notice was placed in the mail; and
  - c) if sent by email, on the next day (excluding Saturdays, Sundays, and holidays) after the email transmission of the notice was sent.