



Indigenous Nationalist's Against Colonization

Non-Profit Organization

By Laws

BE IT ENACTED as a by-law of Indigenous Nationalist's Against Colonization (INAC) as follows:

Article 1 – Registered Office

Section 1 – Location of registered office

The registered office of the INAC is to be situated on the Beausoleil First Nation, Christian Island in the Province of Ontario.

Article 2 - Amendment of By-laws

Section 1 – Changes to bylaws

The by-laws of INAC may be augmented, amended or repealed by resolution of the Board of Directors sanctioned by an affirmative vote of not less than two-thirds (2/3) of the delegates present and entitled to vote at an annual meeting or a special meeting of the members convened for the purpose of considering such a resolution, or may be similarly augmented, amended or repealed at an annual or special meeting of the members by resolution passed by an affirmative vote of not less than two-thirds (2/3) of the delegates present and entitled to vote.

Section 2 – Notice for changes to bylaws by Member

Where augmentation, amendment, or repeal of the by-laws of INAC is to be proposed by a member of the INAC, a notice of motion incorporating the text of the proposal shall be submitted to the Board of Directors not less than ninety (90) days and not more than one hundred and fifty (150) days before the anniversary of the previous annual meeting of members.

The Board of Directors may elect to convene a special meeting of members to consider such a motion, but such special meeting shall not be convened sooner than sixty (60) days following the receipt of the motion by the Board of Directors, and if the Board of Directors elects to convene a special meeting of members, a copy of the notice of motion shall be forwarded by the Board of Directors to each member of INAC in accordance with Article 5, Section 4.

Section 3 – Notice for changes to bylaws when initiated by Board

Where augmentation, amendment, or repeal of the by-laws of INAC has been initiated by the Board of Directors by resolution, the text of any such resolution shall be forwarded to each member of INAC in accordance with Article 5, Section 2.

Article 3 – Membership

Section 1 – Classes of Membership

There shall be one (1) class of membership in INAC, which shall be made up of those who meet the following eligibility criteria and whose application for membership has been approved by the Board of Directors of INAC:

1. An Indigenous Nationalist Against Colonization (INAC) Chapter:

a. Must be an autonomous Indigenous community-based organization providing services or programmes for all people in accordance with INAC's Code of Ethics.

b. Must be duly incorporated under the laws of the province or territory in which it is situated.

- c. Must pay an annual membership fee as defined in Article 4.
- d. May, from time to time, provide INAC with information for advocacy and policy development purposes.
- e. Must meet criteria as developed and implemented by INAC

Section 2 – Application for Membership

Organizations seeking membership with INAC shall do so by providing a written application to the Board of Directors. This written application shall contain at least the following information:

- 1. An organization seeking to become an INAC Chapter must provide:
 - a. Articles of Incorporation, or equivalent evidence of incorporation, confirming incorporation for a period of at least one year under the laws of the province or territory in which it is situated.
 - b. A resolution from the Board of Directors of the organization requesting membership in INAC.
 - c. A community profile describing the community and its needs.

Section 3 – Granting Membership

Organizations seeking to become an INAC Chapter will be granted membership in the Association by a two-thirds (2/3) majority vote of the Board of Directors at its next regular meeting after having received such application and will notify the applicant, in writing, of its decision in this regard.

The effective date of such membership shall be the date of the board resolution, or as otherwise determined as by the board.

Section 4 – INAC Code of Ethics

All member INAC Chapters shall adopt or operate in a manner consistent with the INAC Code of Ethics. Failure to comply may result in the suspension or expulsion of such member in accordance with the INAC's Dispute Resolution process.

Section 5 – INAC Dispute Resolution

Subject to and in accordance with the INAC Dispute Resolution Process, the INAC Board of Directors shall have the power to suspend the membership of a member Friendship Centre and Provincial/Territorial Association.

Subject to and in accordance with INAC Dispute Resolution Process, the member Chapters shall have the INAC Board of Directors.

All member INAC Chapters shall have access to an INAC Dispute Resolution Process, as developed and amended from time to time.

However, the INAC Dispute Resolution Process shall include the following at the very minimum:

a) those affected by a decision be given prior notice that a decision is about to be made or some action taken;

b) that any case to be met is disclosed to the member or former member affected;
and

c) that some reasonable opportunity be provided to the affected person for participation in the decision.

Article 4 - Membership Fees

Section 1 – Amount

The annual membership fee for each member shall be such amount as determined by the INAC Board of Directors may determine from time to time.

Section 2 – Due date

Annual membership fees shall be due and payable not later than the 30th of June in each year. If said fees are not paid, the member in default shall automatically be suspended from the Association until such time as the fees are paid.

Section 3 – Suspended members ineligible to vote

An INAC Chapter that is suspended shall be ineligible to vote at the regularly scheduled annual meeting or special meetings of the membership.

Section 4 – Membership applicants pay membership fees for fiscal year accepted

Membership applicants shall pay the membership fees for the fiscal year in which they are accepted as members.

Article 5 - Annual Meetings

Section 1 – Time of Annual Meetings

There shall be an annual meeting of the members of INAC held each calendar year, provided that the annual meeting shall not be held no sooner than June 1st and no later than the earlier of: September 30th or 15 months after the last preceding annual meeting.

Section 2 - Notice

Notice of the time and place of an annual meeting of members shall be given to each member who, at the close of business on the record date for notice or if no record date for the notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

a) by mail, courier or personal delivery to each such member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;

or

b) by telephonic, electronic or other communication facility to each such member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Article 6 - Executive Committee

Section 1 - Duties

The Executive Committee has a duty to comply with this By-law and the policies or approved by the Board of Directors. The Executive Committee shall have all the powers and authority of INAC between regular meetings of the Board of Directors, except the authority to:

- a) submit to the members any question or matter requiring the approval of chapters;
- b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- c) issue debt obligations except as authorized by the directors;
- d) approve any financial statements referred to in section 172 of the Act;
- e) adopt, amend or repeal by-laws; or
- f) establish contributions to be made, or dues to be paid, by members under section 30 of the Act. All decisions of the Executive Committee must be ratified by the Board of Directors at the next regularly scheduled meeting of the Board of Directors.

Section 2 - Powers

Subject to the limitations listed in Article 10, section 1, the Executive Committee shall work towards ensuring that all Association resolutions and motions are accomplished and shall periodically review the progress made on such resolutions or motions.

Section 3 - Quorum

The quorum of the Executive Committee shall consist of three (3) of the five (5) Executive Committee members plus the Executive Director of the Association.

Section 4 - Composition

The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer and Youth Executive member. Each member of the Executive Committee shall be a Director of the Association and an Indigenous person.

Section 5 – Regional requirement

No INAC Chapter shall have more than one (1) member on the Executive Committee of the Association at any one time, excepting the Youth Executive member.

Section 6 – Term commencement

Members of the Executive Committee shall serve from the conclusion of the annual meeting at which they were elected until the later of completion of the second annual meeting thereafter or their successors are elected, unless sooner removed.

Section 7 – Removal for absence

An Executive Committee member failing to attend two (2) consecutive regular meetings of the Executive Committee without valid reason may be removed from their position on the Executive Committee by the Board of Directors.

Section 8 – Disqualification

An individual shall cease to be a member of the Executive Committee if:

- a) they resign from office by written notification to the Secretary or, in their absence, the Executive Director of the Association;
- b) at a meeting of the Association a resolution is passed by not less than a majority of the Board of Directors that they be removed from office;
- c) they die;
- d) they become bankrupt;
- e) they are declared incompetent by a court in Canada or in another country; or
- f) they cease to be a Director.

Section 9 - Vacancy

In the event of a vacancy on the Executive Committee, whether caused by removal, resignation or any other reason, the Board of Directors may fill such vacancy for the remainder of the applicable term of office from among the Board of Directors. When the Board of Directors fills such a vacancy with a Director not then already on the Executive

Committee, such action shall be deemed to create a vacancy pursuant to Article 8, Section 8 which shall be filled in accordance with that section.

Section 10 – Calling a meeting

A meeting of the Executive Committee may be called by the Executive Director on the request/approval of not less than three (3) Executive Committee members. Article 5, Section 10 shall apply to meetings of the Executive Committee.

Article 10 - Officers

Section 1 - President

The President shall preside as Chairperson at all meetings of the Association, unless they appoint a designate. The President shall be an ex-officio member of all standing and ad-hoc committees and:

- a) shall ensure that each member of the Executive Committee is performing tasks required of such committee member.
- b) shall act as the spokesperson for INAC to government and direct other board members, Executive Committee members and staff on the positions, which they may convey on behalf of the Association.
- c) shall be responsible for performing other such duties as deemed necessary from time to time by the Board of Directors.
- d) shall be expected to provide reports at board meetings and the annual meeting.

Section 2 – Vice President

The Vice-President shall:

- a) act in the capacity of the President of INAC with all powers and authority of that office, in the absence of the President or when the President is unable or unwilling to act.
- b) under the direction of the President, shall ensure full and timely liaison with relevant government departments and organizations.
- c) under the direction of the President, shall engage in such negotiations with organizations or government as are deemed necessary and expedient by the Board of Directors.

Section 3 - Secretary

The Secretary shall:

- a) ensure that minutes are kept for all meetings of INAC and all meetings of the Board of Directors.
- b) ensure the safekeeping of all documents of INAC.
- c) ensure that all personnel, finance, communications policies are established and maintained.
- d) develop and maintain the Code of Ethics for INAC.
- e) ensure all notices, correspondence or other material required by the governing documents of INAC are distributed and filed in an appropriate and timely manner.
- f) discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

Section 4 - Treasurer

The Treasurer shall:

- a) receive and deposit all monies paid to INAC into in such bank accounts as the Board of Directors may determine.
- b) ensure the keeping of all books of the account of INAC and make same available to the public accountant in time for preparation of the annual audit.
- c) prepare a financial report for the financial year last ending prior to each annual meeting for presentation to the members of INAC at the annual meeting, together with the audited financial statement.
- d) monitor all financial transactions of INAC on a regular basis.

- e) present all quarterly financial statements at regular meetings of the Board of Directors.
- f) present an operational budget to the Board of Directors prior to the start of each financial year.
- g) discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

Section 5 – Youth Executive

The Executive Youth member shall:

- a) serve as an ex-officio member of all standing and ad-hoc committees of INAC, where constituted by the Board of Directors or the members.
- b) be the direct liaison between the Executive Committee and the Indigenous Youth Council.
- c) serve as a voting member of the Indigenous Youth Council and attend council meetings and adhere to Indigenous Youth Council policy and procedures, in addition to their responsibilities.
- d) discuss, voice concerns and advocate for Indigenous Youth living in an urban environment.
- e) provide representation for Indigenous Youth living in an urban environment at a national level.
- f) discharge any such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

Section 6 – Chief Executive

INAC's chief executive shall be known as the Executive Director. The Executive Director shall:

- a) be appointed and hired by the Board.
- b) have charge and control over INAC's activities and property, shall direct the work of all of its employees, and shall attend all meetings of the Board, the Members, and any committee of INAC's at the request of the Board or the President.
- c) make periodic and regular reports to the Board and shall in these reports make recommendations concerning all questions calling for action or direction.
- d) be responsible for all employee matters, including hiring, and termination (if necessary).

Article 11 - INAC's Youth Council

Section 1 - Members

Membership to the Youth Council shall be open to those Youth delegates between the ages of fourteen (14) to twenty-six (26) who are members or staff of Chapters that are members of INAC.

Section 2 - Structure

The Youth Council will be structured consistent with INAC's Board of Directors, as outlined in Article 7, unless otherwise specified in the governing documents of the Youth Council.

Section 3 - Duties

The Councillors of the Youth Council will have additional duties as follows:

a) That in order to qualify as a Councillor, they shall be and continue to be throughout their term of office a member of the Youth Council as defined in Article 11, Section

1. In the event that a Councillor should lose their qualification after appointment by virtue of ceasing to be for whatever reason, a member or staff of the Association, they may be confirmed in office by the Youth Council.

b) A Council member of the Executive Committee of the Board of Councillors shall vacate their position if they resigned from their office by delivering a written resignation to the Secretary of the Youth Council: and in case where the Secretary of the Youth Council resigns from their office, they shall deliver a written resignation to the President of the Youth Council.

c) A council member of the Executive Committee of the Board of Councillors shall vacate their position if they surpasses the age of twenty-six (26).

Section 4 - Responsibility

The Youth Council shall be formally involved and provide input on all issues to INAC's Board of Directors and membership.

Section 5 - Responsibilities

Responsibilities of the Youth Council shall be as follows:

a) to bring together Indigenous Youth from across Canada, to consult with Elders and other resource people regarding concerns of Youth.

b) to discuss, voice concerns and advocate for Indigenous Youth.

c) to promote and enhance cultural awareness and the identity of Indigenous Youth.

d) to provide representation for Indigenous Youth at a national level.

Section 7 – Policies and Procedures

The INAC Youth Council shall determine an appropriate name, develop and implement appropriate Policies and Procedures to govern their: Structure; Attendance; Notice of Meetings, Distribution of work, and other necessary policies to fulfill their mandate.

INAC will advise and support the Youth Council to meet their mandate.

Section 8 – Term commencement

Election to the Youth Council shall be made at the Annual National Youth Forum and those Council members, including the Executive Committee shall serve from the end of the annual meeting following the annual National Youth Forum at which they were elected, until the later of completion of the next annual meeting thereafter or their successors are elected, unless sooner removed.

Section 9 – Adherence to policies

In addition to the Youth Council Policies and Procedures Manual, the Youth Council will adhere to the Association's Code of Ethics and policies and procedures of the Association. The Youth Council will respect the autonomy of the members within the context of maintaining a national perspective.

Article 12 - Error or Omission - Notice

Section 1 - Notice

No error or omission in the giving of notice and no failure to give adequate notice of any meeting of the Board of Directors or the members of the Association occurring inadvertently without bad faith shall invalidate any meeting or make void any proceeding taken thereat, and any member or Director, as the case may be, at any time in writing, ratify, approve or confirm any such proceedings.

Article 13 - Committees

Section 1 – Establishing committees

Committees of the Association may be established by the Board of Directors by resolution. Membership of a committee shall be determined by the NAFC Board of Directors. Board Committees, established for the purpose of carrying out the duties of the Board, shall be comprised of individuals who are appointed by the Board of Directors who shall serve until the expiration of their term of office as mandated or until replaced by resolution of the Board of Directors.

Section 2 - Duties

The duties of the Committee shall be defined in resolutions by which they are constituted.

Section 3 – Compliance with policies and procedures

Committees shall be in compliance with NAFC policy and procedures. Members of all Committees of the Association shall be reimbursed for all reasonable expenses incurred as members of the said Committees.

Article 14 - Staff

Section 1 – Staff

The Board of Directors shall employ an Executive Director who shall be responsible to realize the purposes of the Association and who will be responsible directly to the Board of Directors.

Article 15 - Conflict of Interest

Section 1 – No vote if in conflict of interest

No Director shall be entitled to vote as a member of the Board of Directors on, and must

comply with the requirements of the Act relating to, issues for which they are in a conflict of interest as described in Article 16, Section 2 of this Bylaw and in the Act.

Section 2 – Conflict of Interest

A person shall be deemed to be in a conflict of interest if:

- a) they or any member of their Immediate Family has, or potentially has, a pecuniary gain to be made from the Association whether such gain is direct or indirect.
- b) they espouse either directly or vicariously by reason of membership in any organization views which are in direct opposition to the purposes of the Association.
- c) they have an interest in a material contract or a material transaction, whether made or proposed, with the Association, if the person:
 - i. is a party to the contract or transaction,
 - ii. is a director or officer of a party to the contract or transaction, or
 - iii. has a material interest in a party to the contract or transaction.

Section 3 - Exception

For the purpose of this section a person shall not be deemed to be in a conflict of interest by reason only of they or their Immediate Family, holding shares in a public corporation with which INAC has business dealings.

Section 4 – When resignation may be required

In the event that a conflict of interest arises that is deemed by the Board of Directors to be detrimental to the welfare of the Association, the Director in such conflict shall be required to resign from the Board of Directors.

Article 16 - Finance and Borrowing Powers

Section 1 - Trust

The Board of Directors shall have the power to authorize expenditures on behalf of INAC from time to time to further the purposes of INAC, and may enter into a trust arrangement with a trust company or bank for the purpose of creating a trust fund in which the securities so deposited may be withdrawn from time to time only upon written order of the Association signed by such Director or Directors, agent or agents of INAC and in such manner as may be determined from time to time by resolution of the Board of Directors, and such authority may be general or confined to specific instances, and any institutions so selected by the Board of Directors shall be fully protected when acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposits or proceeds thereof.

Article 17 - Public Accountant

Section 1 - Appointment

A public accountant shall be appointed at every annual meeting and shall serve until a successor is appointed through a tendering process renewable every three (3) years.

Section 2 – Appointment by board in the event of resignation, disqualification or death
In the event of the resignation, disqualification, or death of the public accountant or, in the event of the public accountant becoming, in the opinion of the Board of Directors, incapable of performing their duties, the Board of Directors shall immediately appoint another public accountant in their place. Such appointment shall be on the agenda at the next meeting for ratification.

Section 3 - Indigeneity

Wherever and whenever possible the Association will encourage the use of Indigenous public accountants.

Article 19 - Financial Year

Section 1 – Financial year

The financial period of the Association shall terminate on the 31st of March in each year or on such other date as the Board of Directors may by resolution determine.

Article 20 - Signature and Certification of Documents

Section 1 – Two signatures required

Contracts, documents or other instruments in writing requiring the signature of the Association shall be signed by any two (2) of the President, Vice-President, Secretary, Treasurer, Youth Executive and Executive Director provided that the Board of Directors shall have the power, from time to time, to appoint an officer or officers or person or persons on behalf of the Association to sign contracts, documents or instruments in writing, generally, or to sign specific contracts, documents or instruments in writing and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

Section 2 - Definition

The term “contract, documents or instruments in writing” as used herein shall include deeds, mortgages, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, cheques, receipts, authorizations and discharges for the payment of money or other obligations, conveyances, transfers and assignments of share, stocks, bonds, debentures or other securities and all paper writings.

Article 21
- Interpretation/Definitions

Section 1 - Interpretation

In all by-laws and special resolutions of the Association the singular shall include the plural and, the plural the singular; the word "person" shall include firms and corporations.

Section 2 - Definitions

In addition to those terms which are defined in context, the following are certain definitions used in this by-law:

"Board of Directors" means of the board of directors of the Association.

"Code of Conduct" means the then current version of the code of conduct applicable to Directors of the Association, adopted by the Board of Directors.

"Code of Ethics" means the then current version of the code of ethics of the Association as adopted by the Board of Directors.

"Immediate Family" will include a spouse, common-law spouse, child, father, mother, brother, sister, brother-in-law, sister-in-law, grandparents and grandchildren.

"Indigenous" means Status Indian, Non Status Indian, Métis, and Inuit.

"Urban Indigenous" means Status Indian, Non Status Indian, Inuit and Métis living in small, medium and large communities, including rural, isolated and remote communities, which are: off-reserve; outside of their home community, community of origin or settlement; or outside of Inuit Nunangat (Inuit homelands).