

BYLAWS OF THE BC MÉTIS FEDERATION SOCIETY



BC Métis
FEDERATION

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PART 1. GUIDING PRINCIPLES

- 1.1 BCMF is a provincial not-for profit society and representative governing body for the mutual benefit of the Métis people residing in British Columbia.
- 1.2 BCMF recognizes their relationship with all Métis people throughout Canada and the evolving framework in the ongoing development of Métis self-governance.
- 1.3 Through cooperative strategic alliances with Métis Communities and other community and industry partners, BCMF aims to ensure the economic, social, educational, linguistic, cultural, and political well-being of BCMF Members and Métis people residing in British Columbia.
- 1.4 Directors and Members of BCMF will honor and respect the following values in recognition of Métis culture:
 - a) Trust;
 - b) Honesty;
 - c) Integrity;
 - d) Accountable Leadership;
 - e) Support for Métis Elders and Our Youth;
 - f) Commitment;
 - g) Vision; and
 - h) Empowerment of each Métis citizen.
- 1.5 Through partnerships and other activities BCMF will strive to reflect the above values and enhance the historical role and legacy of Métis people.
- 1.6 BCMF will endeavor to ensure the Métis communities and all their members gain fair benefit from, and have equal access to, all Aboriginal programs in Canada and the Province of British Columbia.
- 1.7 Nothing in these Bylaws abrogates or derogates from the rights all Métis people have or may exercise under the Canadian Charter of Rights and Freedoms, or under any other legislative act or applicable law.
- 1.1 Every BCMF Member shall have the right to an opinion and to express that opinion freely without fear of persecution or punishment, considering the language of the opinion and context of the communication is respectful. Libelous, discriminatory, disrespectful or hateful language will not be entertained or permitted by BCMF from any of its Directors, officers or Members. The BCMF Members have the right

to call a community meeting to resolve any issues or communication problems with the BCMF Board or any one (1) Director as situations or disagreements arise.

PART 2. DEFINITIONS AND INTERPRETATION

Definitions

- 1.2 In these Bylaws, unless the context otherwise states:
- a) “Act” means the Societies Act of British Columbia as amended from time to time;
 - b) “Associate Member” means an individual accepted for membership in BCMF in accordance with Section 3.5;
 - c) “Board” means the Board of Directors of BCMF, and “Director” means a member of the Board of Directors;
 - d) “Board Manual” means the policy document governing the Board, as may be amended from time to time.
 - e) “Bylaws” means these Bylaws, as they may be altered from time to time in accordance with Part 16 of these Bylaws;
 - f) “Community Acceptance” means accepted by a Métis Community as Métis;
 - g) “Constitution” means the constitution of BCMF which document sets out the full legal name of BCMF and the purposes of BCMF;
 - h) “Executive Committee” has the meaning given to it in Section 7.9;
 - i) “Full Member” means an individual who has been accepted for membership in BCMF in accordance with Section 3.2;
 - j) “General Meeting” means a general meeting of the Members and includes an annual General Meeting and an extraordinary General Meeting of the Members;
 - k) “Good Standing” means a Member is up-to-date with the payment of annual dues, if applicable, and is compliant with the Code of Ethics and the Bylaws of BCMF;
 - l) “Honourary Member” means an individual who has been accepted for membership in BCMF in accordance with Section 3.7;

- m) “Member” means any Full Member, Associate Member, or Honourary Member, and “Members” means any more than two (2) or all Full Members, Associate Members, and Honourary Members;
- n) “Membership and Board Oversight Committee” has the meaning given to it in Section 9.1;
- o) “Métis Community” means a Métis representative organization in British Columbia that has defined their community governing representative process. The organization may be incorporated or not incorporated and must demonstrate to the BCMF that their organization meets regularly (either in person or by electronic communications medium) and has at least twenty (20) members at any given time. A Métis Community is required to sign a Statement of Cooperation with BCMF;
- p) “Simple Majority” means fifty percent (50%) plus one (1) of the eligible votes;
- q) “Special Resolution” means:
 - i) a resolution passed at a General Meeting, by at least two-thirds (2/3) of the votes cast by the Full Members, whether cast in person or otherwise in accordance with these Bylaws; or
 - ii) a resolution consented to in writing by all of the Full Members; and
- r) “Statement of Cooperation” has the meaning given to it in Section 17.2.

Interpretation

- 1.3** Unless a defined term has another meaning given to it in these Bylaws, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws.
- 1.4** Unless the context requires otherwise, words importing the singular number shall include the plural and vice versa, and words importing a male person include a female person and person of any other gender(s).
- 1.5** Section headings are not to be constructed as part of these Bylaws and are included solely for the convenience of reference and are not intended to be full or accurate descriptions of the contents of such Section.
- 1.6** Any reference in these Bylaws to a Section number is a reference to the correspondingly numbered Section.

Conflict with Act or Regulations

- 1.7 If there is an inconsistency or conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, will prevail, to the extent of such inconsistency or conflict.

PART 3. MEMBERSHIP

Classes of Members

- 1.8 There are three (3) classes of Members in BCMF: Full Members, Associate Members, and Honourary Members.

Full Members

- 1.9 An individual may apply for membership as a Full Member in BCMF by delivering to the head office of BCMF a completed membership application form, in the form designated by the Board for membership application from time to time. Applications for Full Members will undergo an internal approval process, which includes BCMF requesting from the applicant such documentation and other information as BCMF considers necessary to verify i) the genealogy of the applicant to confirm Métis ancestry; and ii) Community Acceptance. Full Membership will only be granted to applicants who self-identify as Métis, are of verified Métis ancestry and have verified Community Acceptance.
- 1.10 Each Full Member may attend and vote at all meetings of the Members, and each Full Member is entitled to one (1) vote at such meetings.
- 1.11 A Full Member is eligible for nomination and appointment as a Director of BCMF.

Associate Members

- 1.12 The following individuals may apply for membership as an Associate Member in BCMF by delivering to the head office of BCMF a completed membership application form in the form designated by the Board from time to time for membership application and, upon acceptance by the Board, shall be an Associate Member:

- a) an individual who self-identifies as Métis but has not or is unable to provide sufficient evidence to BCMF, in BCMF's discretion, of the required genealogical proof to qualify for Full Membership; or
- b) the spouse or common law partner of a Full Member who does not meet the requirements for Full Membership themselves.

1.13 Each Associate Member may attend all meetings of the Members, but is not entitled to vote at any meetings of the Members.

Honourary Members

1.14 An individual who has been recognized as a friend of BCMF by Order of the Sash presentation or extraordinary circumstances, as determined by the Board, may be appointed as an Honourary Member of BCMF.

1.15 Honourary Members may attend all meetings of the Members, but are not entitled to vote at any meetings of the Members.

Rights and Conditions of Membership

1.16 Every Member must uphold the Constitution of BCMF and must comply with these Bylaws.

1.17 Upon approval of an application for membership in accordance with these Bylaws, each Member will be issued a membership card, which will be subject to renewal every five (5) years in accordance with BCMF's policies, as may be amended from time to time.

1.18 The term of membership for Full Members and Associate Members will be five (5) years from the date such Full or Associate Member's membership application has been approved. Thereafter each Full or Associate Member must re-submit an application for membership in accordance with these Bylaws and pay any applicable fees every five (5) years.

1.19 The term of membership for Honourary Members does not expire and shall continue until such Honourary Member ceases to be a Member in accordance with these Bylaws.

1.20 Applicants for membership in BCMF shall be entitled to have their applications dealt with in accordance with the privacy policy and membership procedures as developed by BCMF from time to time. In the event an applicant is denied membership, the applicant may appeal the decision to the Membership and Board Oversight Committee for review

and further consideration. Any decision of the Membership and Board Oversight Committee respecting an applicant's membership application shall be final.

Membership Fees and Dues

- 1.21 Members will be required to pay a membership processing fee at the time of submitting their application for membership to BCMF.
- 1.22 BCMF may, upon seven (7) days' notice to the Members, increase dues. BCMF will not increase dues more than one (1) time in any twelve (12) month period.

Member Not in Good Standing

- 1.23 A Member is not in good standing if the Member:
 - a) fails to pay their membership dues, if any, when due;
 - b) violates any provision of these Bylaws or any policy of BCMF that may be in force, from time to time;
 - c) carries out any conduct which may be detrimental to BCMF, as determined by the Board and the Membership and Board Oversight Committee; or
 - d) for any other reason that the Board or the Membership and Board Oversight Committee considers reasonable, having regard to the purposes of the Society,

and the Member is not in good standing for so long as the applicable condition above remains unresolved to the Board's and the Membership and Board Oversight Committee's satisfaction.

Discipline of Members

- 1.24 The Board has the authority to suspend or expel a Member who is not in good standing. Prior to such suspension or expulsion the Board must consult with the Membership and Board Oversight Committee. If a solution cannot be reached upon discussions with the Membership and Board Oversight Committee, the Directors may send the Member facing suspension or expulsion not less than fourteen (14) days' prior written notice of the proposed suspension or expulsion, including the reasons for such suspension or expulsion, and give such Member an opportunity to make representations to the Board and Membership and Board Oversight Committee respecting such suspension or expulsion during such fourteen (14) day notice period.

- 1.25 The term of any suspension of a Member and any restrictions on such suspended Member will be determined by the Board, which will take into account any recommendations from the Membership and Board Oversight Committee. Upon the completion of the term of suspension, a Member may again subsequently become subject to suspension proceedings under these Bylaws.
- 1.26 No suspension of a Member affects the obligation of that Member to pay any and all membership fees owing to BCMF when due.
- 1.27 A Member who is the subject of a proposed expulsion from BCMF need not have first been suspended.
- 1.28 Upon the termination of membership in BCMF, the rights of such Member, including any rights in and to the property of BCMF or any of it, will automatically cease.
- 1.29 Any indebtedness to BCMF by a Member whose membership is terminated for any reason or who is expelled from BCMF for any reason will remain as an obligation of such Member to BCMF until paid in full.

Termination of Membership

- 1.30 A Member's membership in BCMF is terminated automatically, without any further action being required, when:
 - a) the term of membership for a Full Member or Associate Member expires and is not renewed;
 - b) the Member resigns by delivering a written resignation to the Secretary of BCMF or by mailing or delivering it to the head office address of BCMF;
 - c) the Member is not in good standing for six (6) consecutive months, or such longer period as may be determined by the Board from time to time;
 - d) the Member dies;
 - e) the Member is expelled in accordance with Section 3.17, by Special Resolution, or the Member's membership is otherwise terminated in accordance with these Bylaws; or
 - f) upon the dissolution or liquidation of BCMF in accordance with the Act.

PART 4. MEETING OF MEMBERS

Annual General Meeting

- 1.31** Subject to the Act, BCMF must hold an annual General Meeting once in each calendar year and otherwise the Board may call an extraordinary General Meeting in accordance with these Bylaws, as the Board deems necessary and from time to time.

Deemed Annual General Meeting

- 1.32** An annual General Meeting is deemed to have been held if the matters that must be dealt with at such meeting pursuant to these Bylaws and the Act are dealt with in a written resolution signed by all the Full Members on or before the date by which such annual General Meeting must be held. If such a resolution is signed by all the Full Members notice of such annual General Meeting is not required.

Time and Place of General Meeting

- 1.33** General meetings of BCMF shall be held at such time and place as the Board determines, subject to Section 4.4. The Board will consider all options for the best location including consultation with membership and community leaders.
- 1.34** Full Members present at an annual General Meeting may require the Board hold the annual General Meeting for the ensuing calendar year at a specific location by Simple Majority vote.
- 1.35** Every General Meeting, other than an annual General Meeting, is an extraordinary General Meeting.

Notice of General Meeting

- 1.36** Subject to Section 4.2, written notice of the date, time and location, and agenda of a General Meeting must be sent to each of the following individuals at least thirty (30) days' before such General Meeting:
- a) every Member shown on the register of Members on the day notice is given;
 - b) Métis Communities and agencies that have signed a Statement of Cooperation with the BCMF; and
 - c) the auditor, if an auditor is appointed.

Notice to Include Special Resolutions

- 1.37** A notice of a General Meeting must include the text of any Special Resolution to be voted on at such General Meeting.

Members Calling a General Meeting

- 1.38** The Board must call a General Meeting in accordance with Section 75 of the Act on written requisition of not less than five percent (5%) of the Full Members. If the Board does not call a General Meeting within twenty-one (21) days of receiving such requisition, a majority of the Full Members making such requisition may call such General Meeting in accordance with the Act.

PART 5. PROCEEDINGS AT GENERAL MEETING

Chair of General Meeting

- 1.39** Subject to Section 5.2, the following individual is entitled to preside as the chair of a General Meeting:
- a) the individual, if any, appointed by the Board to preside as the chair;
 - b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i) the President,
 - ii) the Vice-President, if the President is unable to preside as the chair, or
 - iii) one (1) of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the chair.
- 1.40** The Members in attendance at a General Meeting may, by a Simple Majority, appoint an individual present at the meeting, other than those individuals specified in Section 5.1, to act as chair of a General Meeting.
- 1.41** If there is no individual entitled under Section 5.1 or appointed under Section 5.2 of these Bylaws who is able to preside as the chair of a

General Meeting within fifteen (15) minutes from the time set for holding the meeting, the Full Members who are present must elect, by Simple Majority vote, an individual present at the meeting to preside as the chair.

Proceedings at General Meetings

- 1.42** All General Meetings will be held in accordance with Roberts Rules of Order.
- 1.43** At all annual General Meetings, the following items shall be included on the agenda:
- a) Presidents Report;
 - b) Vice-President's Report;
 - c) consideration of financial statements from the Treasurer;
 - d) report from the auditor (if any);
 - e) Secretary's Report on Membership;
 - f) report from Directors;
 - g) election of Directors;
 - h) resolutions; and
 - i) such other matters as shall be included on the agenda for that annual General Meeting.

Quorum for General Meetings

- 1.44** The quorum for the transaction of business at a General Meeting is fifty (50) plus one (1) percent of the Full Members.

Lack of Quorum at Commencement of Meeting

- 1.45** If, within thirty (30) minutes from the time set for holding a General Meeting, a quorum of Full Members is not present,
- a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and
 - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the Full Members who are present at the adjourned meeting constitute a quorum for that meeting.

If Quorum Ceases to be Present

- 1.46** If, at any time during a General Meeting, there ceases to be a quorum of Full Members present, business then in progress must be suspended until the earliest of either there being a quorum present or the meeting being adjourned and thus ended.

Adjournments by Chair

- 1.47** The chair of a General Meeting may, or if so directed by the Full Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

- 1.48** It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for ten (10) days or more, notice of the continuation of the adjourned meeting must be given to Members.

Matters Decided at General Meeting by Ordinary Resolution

- 1.49** A resolution or matter to be decided at a General Meeting must:
- a) be seconded, and the chair of a meeting may move or propose a resolution; and
 - b) be passed by a Simple Majority, unless the matter is required by the Act or these Bylaws to be decided by a Special Resolution or by another resolution requiring a higher voting threshold than the threshold for a Simple Majority to pass.
- 1.50** In the case of a tie vote, the chair shall not have a second vote in addition to the vote they may be entitled to as a Member and the proposed resolution shall not pass.

Methods of Voting

- 1.51** At a General Meeting, voting must be by a show of hands, an oral vote, or another method approved by the Board that adequately discloses the intention of the voting Members, including voting by mail or electronic means.
- 1.52** If, prior to any vote at a General Meeting, one (1) or more Full Members present requests a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

Voting by Proxy

- 1.53** A Member entitled to vote at a General Meeting may vote by proxy by appointing, in writing, a proxyholder, who must be a Member entitled to attend and vote at such General Meeting, to attend and act at such General Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:
- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after adjournment;
 - b) a Member may revoke a proxy at any time; and
 - c) unless limited in the appointment, a proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a General Meeting in respect of any matter, to vote at the meeting, and to demand a ballot at the meeting.

Participation in General Meetings

- 1.54** If permitted by the Board prior to a General Meeting, a Member entitled to attend a General Meeting may participate in a General Meeting in person, or by telephone or other communications medium (including but not limited to video conference) if all Members participating in the General Meeting are able to communicate with each other; provided however, that nothing in this Section will obligate the Society to take any action or provide any facility to permit or facilitate the use of any communications medium at a General Meeting. If one (1) or more Members participate in a General Meeting by telephone or other communications medium in accordance with this Section, then each such Member will be deemed to be present at the General Meeting, and the General Meeting will be deemed to be held at the location specified in the notice of the General Meeting. If, at a General Meeting where Members are participating by telephone or other communications

medium in accordance with this Section, one (1) or more Members votes, such vote(s) must be conducted in a manner that adequately discloses and communicates clearly to the chair of the General Meeting and the Secretary the intentions of the Member(s) voting.

General Meeting Held Entirely by Electronic or Other Means

1.55 If the Board or the Full Members calls a General Meeting in accordance with these Bylaws, those Directors or Members, as the case may be, may determine that the General Meeting will be held, entirely by means of a telephonic, electronic or other communication facility (including video conference) that permits all participants to communicate adequately with each other during the General Meeting.

PART 6. DIRECTORS

Number of Directors on the Board

1.56 BCMF must have no fewer than five (5) Directors and no more than fourteen (14) Directors.

Board Positions

1.57 The Directors shall be elected or appointed to the following Board positions: President, Vice-President, Secretary, and Treasurer, the duties and responsibilities of which shall be set out in the Board Manual, as may be amended from time to time. The Secretary and Treasurer positions may be held by one (1) individual as Secretary/Treasurer and otherwise, unless provided for in these Bylaws, no Director may hold more than one (1) position on the Executive Committee.

Election or Appointment of Directors

1.58 At each annual General Meeting, the Full Members must elect the Board.

1.59 To be eligible for election to the Board, a candidate must:

- a) provide to BCMF a current criminal record check (dated within the past thirty (30) days), to be paid for by the candidate, provided by the RCMP and/or Municipal Police;
- b) be a current Full Member, in good standing with BCMF for at least twelve (12) consecutive months prior to the date of the election;
- c) proof that the candidate has been a resident of British Columbia for at least twelve (12) consecutive months prior to the date of the election; and
- d) deliver the above required documents to the head office of BCMF to the attention of the Office Manager, whether by mail, electronic facsimile, or in person, at least thirty (30) days prior to the election.

1.60 Individuals elected to the BCMF Board shall abide by the Constitution, these Bylaws, and all policies of BCMF, as may be amended from time to time, and will be respectful, honest, transparent and accountable with and to the Members of BCMF.

1.61 On appointment to the Board, the President and Vice-President will inform a new Director of their portfolio(s), responsibilities and duties as Director. Training and educational courses for incoming Directors, Secretary, and Treasurer will be given the highest priority.

Term of Office

1.62 The Directors of BCMF will be elected for a two (2) year term until the earlier of the close of the second annual General Meeting following their election as Director or their resignation or removal as a Director.

1.63 The number of terms, including consecutive terms, which a Director may serve is unlimited.

Filling a Casual Vacancy on the Board

1.64 If a Director ceases to hold office as a Director before the end of their term, then the Board may appoint a replacement Director, who will hold office for the remainder of that term. A Director appointed to fill a vacancy on the Board will be required to present the President with the documents required under Section 6.4 fourteen (14) days in advance of their appointment by the Board.

Removal of Directors

- 1.65** Voting Members may, by Special Resolution, and on recommendation by the Board, remove a Director from the Board. A Director may be removed from the Board in any of the following circumstances:
- a) when a Director breaches their fiduciary duty to BCMF, or is otherwise found to not be acting in good faith on behalf of BCMF in accordance with the Constitution, these Bylaws and BCMF's policies, as may be implemented or amended from time to time;
 - b) when a Director is convicted of an indictable offence;
 - c) when a Director misses three (3) consecutive Board meetings without just reason, as determined by the remaining Board Members in their collective discretion; or
 - d) when a Director is disqualified from being a Director pursuant to Section 10.2.
- 1.66** Prior to the removal of a Director in accordance with Section 6.10, the Board must consult with the Membership and Board Oversight Committee regarding the proposed removal. The Board must seek guidance and advice from the Membership and Board Oversight Committee regarding the situation in question before any decision is made regarding the removal or recommended removal of a Director.
- 1.67** Regardless of any allegation or reason presented for removal, the President is responsible for providing the Board proper documentation to substantiate the allegation or reason for the proposed removal of a Director. If the issue is in regards to the President, and/or the Vice-President, the Membership and Oversight Committee will be required to address promptly the situation with the remainder of the Board, and the remaining Board members shall be responsible for obtaining the appropriate documentation. There must be clear evidence to substantiate any removal or suspension of a Director before a decision by the Board can be made in that regard.

PART 7. PROCEEDINGS OF DIRECTORS

Directors' Meeting

- 1.68** A Directors' meeting may be called by any of the following individuals:
- a) the individual, if any, appointed by the Board to preside as chair;
 - b) the President; or
 - c) any one (1) or more Directors.

Notice of Directors' Meetings

- 1.69** The Directors will endeavour to hold Board meetings on a monthly basis but shall meet at least four (4) times per year at the call of the chair. The chair shall give at least two (2) weeks' notice to Directors of the date, time, location and agenda for all regular Board meetings.
- 1.70** A majority of the Board may call a special meeting of the Directors with at least one (1) weeks' notice to the remaining Board Members.

Conduct of Directors' Meetings

- 1.71** The Directors may regulate their meetings and proceedings as they may wish, in their discretion.
- 1.72** Matters to be decided by the Board will require a Simple Majority to pass.
- 1.73** The President or Vice-President shall be the chair of meetings of the Board.

Quorum of Directors

- 1.74** The quorum for the transaction of business at a Directors' meeting is a majority of the Board, one (1) of who must be the President, or in the President's absence, the Vice-President.

Consent Resolutions of the Board

- 1.75** The Board may pass any Directors’ resolution without a meeting of the Directors if all the Directors consent to such resolution in writing.

Committees of the Board

- 1.76** The President, Vice-President, Secretary, and Treasurer shall comprise the executive committee of BCMF (the “Executive Committee”), and otherwise the Board may from time to time form and appoint Members to any other committee or other advisory body, as it deems necessary or appropriate with such Members, mandates and powers as the Board sees fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed from a committee by a resolution of the Board.
- 1.77** The Board may from time to time adopt, amend or repeal one or more policies of BCMF, which policies will be binding on all Members, Directors, committees, officers and employees of BCMF, provided that in the event that any such policy conflicts or is inconsistent with these Bylaws or the Constitution, then the Bylaws or Constitution will govern to the extent of such conflict or inconsistency.

PART 8. OFFICERS

Election or Appointment of Officers

- 1.78** In addition to the Executive Committee positions, the Board may designate additional offices of BCMF and may appoint to such offices officers on an annual or more frequent basis as the Board deems necessary or desirable, specify their duties and delegate to such officers the power to manage the affairs of BCMF.
- 1.79** Subject to Section 6.2, two (2) or more offices may be held by the same person.
- 1.80** An officer may, but need not be, a Director.
- 1.81** An officer must be a Full Member.

Powers and Duties of Officers

- 1.82** The powers and duties of all officers of BCMF will be such as the terms of their engagement call for or as the Board requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer.

PART 9. MEMBERSHIP AND BOARD OVERSIGHT COMMITTEE

- 1.83** The Membership and Board Oversight Committee will consist of no less than five (5) Members residing from any part(s) of British Columbia.
- 1.84** The Membership and Board Oversight Committee will support the BCMF in the following ways:
- a) review and oversee the consideration of applications for membership in BCMF, in accordance with BCMF's membership policies, as may be amended from time to time;
 - b) consulting with the Board regarding the possible removal of a Director;
 - c) helping to resolve any dispute between or among any one or more of the BCMF, a Member, a Director, an officer, or Statement of Cooperation signatory;
 - d) providing cultural guidance and support and meaningful participation in all aspects of BCMF; and
 - e) help to build trust among Members, Directors, and Statement of Cooperation signatories.
- 1.85** The Membership and Board Oversight Committee will implement or help resolve issues in a traditional manner and assist with identifying and implementing solutions when requested by the Board or Members, as the case may be.

PART 10. REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

- 1.86** These Bylaws permit BCMF, on the terms and conditions as set forth in the Board Manual, as may be amended from time to time, to pay a Director an honorarium salary for being a Director, and may reimburse a Director for reasonable expenses incurred while acting on behalf of the Society.
- 1.87** An individual is not disqualified from acting as a Director when they hold a paid or contracted position with BCMF pursuant to which such person receives remuneration or income from BCMF other than remuneration paid pursuant to Section 10.1, provided that:
- a) a majority of the Board does not receive remuneration under contracts of employment or for services other than being a Director;
 - b) such paid or contracted position is disclosed to the Board by the Director; and
 - c) the Board consents to the Director holding such paid or contracted position by a Simple Majority.
- 1.88** A contract, deed, instrument or other document to be signed by BCMF will be signed pursuant to BCMF's policies, as may be amended from time to time, and otherwise, must be signed on behalf of BCMF:
- a) by any two (2) of its officers or Directors; or
 - b) by two (2) or more individuals authorized by the Board in writing to sign such document on behalf of BCMF.

PART 11. BORROWING AND INVESTING

- 1.89** The Board may, with authorization of a Simple Majority of Full Members:
- a) borrow money on the credit of BCMF; or
 - b) give a guarantee on behalf of BCMF or any other person; and

the Board will be responsible for providing to Full Members the rationale for borrowing funds or providing a guarantee, including a repayment plan with clear timelines, as applicable.

1.90 The Board may, by Special Resolution of Full Members:

- a) issue bonds, debentures, notes or other evidences of debt obligations of BCMF; or
- b) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of BCMF, owned or subsequently acquired, to secure any debt obligation of BCMF.

1.91 The Board may invest the funds and assets of BCMF from time to time as it sees fit.

PART 12. SEAL AND OFFICE

1.92 The Directors may provide a common seal for BCMF and may destroy a seal and substitute a new seal in its place.

1.93 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary/Treasurer.

1.94 The head office of BCMF shall be at such location in the Province of British Columbia as the Board may from time to time determine or in such other location as the Board of Directors may hereafter determine, and any change in the head office address of BCMF shall be communicated to Members.

PART 13. AUDITOR

1.95 This part applies only where BCMF is required or has resolved to have an auditor.

1.96 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

- 1.97** At each annual General Meeting a Simple Majority of Full Members shall appoint an auditor to hold office until such auditor is re-elected or a successor is elected at the next annual General Meeting.
- 1.98** An auditor may be removed by Simple Majority of Full Members in attendance at a General Meeting.
- 1.99** An auditor shall be promptly informed in writing of appointment or removal.
- 1.100** No Director, Member, officer or employee of BCMF shall be the auditor.
- 1.101** The auditor may attend General Meetings, and Board meetings when invited to attend Board meetings by the Board.

PART 14. FISCAL YEAR

- 1.102** The fiscal year is defined as April 1 – March 31.

PART 15. NOTICE TO MEMBERS

- 1.103** Except as otherwise provided for in these Bylaws, any notice to be sent or delivered pursuant to the Act, the Constitution or these Bylaws or otherwise to a Member, Director, officer, or Member of a committee of the Board will be sufficiently given:
- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society;
 - b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.
- 1.104** Any such notice sent or delivered will be conclusively deemed to have been given or made on the day upon which such notice is delivered or transmitted by telephonic, electronic or other communication facility, or

if mailed, then on the third (3rd) day (excluding Saturdays, Sundays, and statutory holidays in the Province of British Columbia) following the date of the mailing, as the case may be.

- 1.105** The accidental omission to give any notice to any Member, Director, officer or Member of a committee of the Board, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with these Bylaws or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

PART 16. AMENDMENTS

- 1.106** The enforcement of the Bylaws for the BCMF is the responsibility of the Board. Proposed amendments to the Bylaws identified by a Director or Member will be reviewed by the Board prior to presentation to the Members. Suggested amendments must be submitted to the Secretary at least fourteen (14) days prior to a Directors' meeting. If received after such fourteen (14) day notice period, such suggested amendment(s) will be addressed at the following Directors' meeting.
- 1.107** Proposed amendments to the Bylaws which are accepted by the Board for presentation to Members must be posted on the BCMF website within seven (7) days from the date the proposed amendments are accepted by the Board. The Board must take all reasonable steps to consult with the Members prior to presenting the proposed amendments to be voted on at a General Meeting, which may include email notification of the proposed amendments and online polling, having regard to the nature of the proposed amendments and subject to available resources. The proposed amendments will be open for comment and consideration for a period of thirty (30) days following the date that the amendments are posted on the BCMF website. At the close of such thirty (30) day comment period, the Board will provide the Members with a final draft of the proposed amendments, and such proposed amendments will be voted on at the next General Meeting of the Members.
- 1.108** Amendments to the Bylaws must be approved by a Special Resolution of Full Members present at a General Meeting. Upon approval by the Full Members, the proposed amendment(s) shall be effective upon being filed with the BC Registrar of Companies.

PART 17. RELATIONSHIP WITH MÉTIS COMMUNITIES AND AGENCIES IN BRITISH COLUMBIA

1.109 BCMF will endeavour to assist with funding Métis Communities with administration, support mutual political policies, address the Canadian Constitution Act 1982, Section 35 rights for members, as well as identify programs and services to address service delivery gaps of Members.

1.110 BCMF will enter into statements of cooperation (“Statements of Cooperation”) with Métis Communities and service delivery providers that support mutual interests, trust, and effective advocacy for the respective members.

PART 18. DISSOLUTION

1.111 On the winding up or dissolution of BCMF any and all assets remaining after all the just debts of BCMF have been paid shall be transferred to a society having a charitable or not for profit purpose similar to that of the BCMF. Any transfer of assets to such society shall be sufficient to discharge any and all obligations and responsibilities of BCMF in relation to those assets.

PART 19. BYLAWS

1.112 Upon being admitted as a Member, each Member is entitled to and BCMF shall give to the Member, without charge, a copy of the Bylaws of BCMF.

1.113 These Bylaws shall not be altered or added to except in accordance with the process outlined in Part 16 of the Bylaws.

PART 20. INVALIDITY OF ANY PROVISION OF THESE BYLAWS

1.114The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws