



T.K. SPARKS

**Bylaws of  
MINAQ INDIGENOUS EDITORS ASSOCIATION  
(the “Society”)**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**Definitions**

**1.1** In these Bylaws:

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

“**Council**” means the board of directors of the Society, and “director” means a director of the Society;

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

“**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- a) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- b) in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

“**IEA**” means the “Indigenous Editors Association;”

“**Indigenous**” means:

- a) First Nations (status and non-status), Inuit, or Métis Peoples in Canada; or b) Cultural groups outside of lands claimed by Canada who: self-identity as Indigenous; are recognized as Indigenous by the appropriate groups in their local context; have historical continuity within a given region, or parts of a region; formerly or currently inhabit the region; and have maintained, at least in part, distinct linguistic, cultural, social, economic, and political systems and remain distinct from the dominant or surrounding populations; or
- c) Individuals belonging to the above Peoples or groups.

The application of the definitions will be at the discretion of the Council for determining membership and for other purposes.

## **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

## **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 – GENERAL**

### **Name**

**2.1** The legal name of the Society shall be “Minaq Indigenous Editors Association.” The Society shall conduct all business under the name “Indigenous Editors Association.” The equivalent abbreviation of said name shall be IEA.

### **Mandate**

**2.2** The mandate of the IEA is to:

- a) Strengthen relationships among Indigenous editors, storytellers, and publishing professionals;
- b) Create opportunities for training and professional development for Indigenous editors;
- c) Promote Indigenous editors in the publishing industry;
- d) Create educational opportunities for the mainstream publishing industry to learn about working with Indigenous stories.

### **Head office**

**2.3** Until changed in accordance with the Act, the Head Office of the Society shall be: #3573 – 515 West Hastings St. Vancouver, BC

V6B 5K3

In case of limited access to the above office, other mailing addresses may be used by the Society as decided by Council and/or staff from time to time.

### **Financial year end**

**2.4** The financial year end of the Corporation shall be March 31 in each year or as otherwise determined from time to time by resolution of the Council.

### **Rules and regulations**

**2.5** The Council may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Society when they shall be confirmed by ordinary resolution, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

### **Execution of documents**

**2.6** Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any two (2) of its officers or directors. In addition, the Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Society's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Society to be a true copy thereof.

### **Banking arrangements**

**2.7** The banking business of the Society shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Council may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Society and/or other persons as the Council may by resolution from time to time designate, direct or authorize.

## **PART 3 – MEMBERS**

### **Application for membership**

**3.1** A person may apply to the Council for membership in the Society, and the person becomes a member on the Council's acceptance of the application.

### **Conditions and terms of membership**

**3.2** Membership in the Society shall be limited to individuals interested in furthering the objects of the Society and shall consist of anyone whose application for admission as a member has received the approval of the Council of the Society and who meet the conditions and duties of membership outlined below:

- a) There shall be membership fees. The amount of the fee shall be determined by the Council from time to time. In case of resignation or revocation, a member's fee will not be automatically refunded. In case of resignation or revocation or in other cases, a refund may be provided at the Council's discretion.

- b) Any member may withdraw their membership by delivering to the Society a written resignation and lodging a copy of the same with the secretary of the Society.
- c) Membership may be revoked by a special resolution of the members at an annual, general, or special members meeting.
- d) Every member must uphold the constitution of the Society and must comply with these Bylaws.
- e) There shall be six classes of membership:
  - i) Indigenous Individuals in Canada;
  - ii) Indigenous Organizations in Canada;
  - iii) Indigenous Individuals in the United States;
  - iv) Indigenous Organizations in the United States;
  - v) Non-Indigenous Individuals in North America; and
  - vi) Non-Indigenous Organizations in North America.
- f) The terms of membership shall be annual, subject to renewal in accordance with the policies of the IEA.

### **Classes of membership**

#### **3.3 Indigenous Individuals in Canada:**

- a) Each member of this class is entitled to receive notice of, attend, and vote at all meetings of members;
- b) Each member of this class is entitled to one vote per voting item, including elections for Council.

#### **3.4 Indigenous Organizations in Canada**

- a) Organizations may be admitted as members of this class;
- b) Each organization may be represented by up to two persons authorized on behalf of the organization;
- c) Each representative of the organization is entitled to receive notice of, attend, and vote at all meetings of members;
- d) Each organization is entitled to one vote per voting item, including elections for Council.

#### **3.5 Indigenous Individuals in the United States**

- a) Each member of this class is entitled to receive notice of and attend all meetings of members;
- b) Members of this class are not entitled to a vote.

#### **3.6 Indigenous Organizations in the United States**

- a) Organizations may be admitted as members of this class;
- b) Each organization may be represented by up to two persons authorized on behalf of the organization;
- c) Each representative of the organization is entitled to receive notice of and attend all meetings of members;

d) Neither the members of this class nor their representatives are entitled to a vote.

### **3.7 Non-Indigenous Individuals in North America**

- a) Each member of this class is entitled to receive notice of and attend all meetings of members;
- b) Members of this class are not entitled to a vote.

### **3.8 Non-Indigenous Organizations in North America**

- a) Organizations may be admitted as members of this class;
- b) Each organization may be represented by up to two persons authorized on behalf of the organization;
- c) Each representative of the organization is entitled to receive notice of and attend all meetings of members;
- d) Neither the members of this class nor their representatives are entitled to a vote.

### **Member not in good standing**

**3.9** A member is not in good standing if the member fails to pay the member's annual membership dues, and the member is not in good standing for so long as those dues remain unpaid.

### **Voting Member not in good standing may not vote**

**3.10** A voting member who is not in good standing:

- a) May not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**3.11** A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

## **PART 4 GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meetings**

**4.1** A general meeting must be held at the time and place the Council determines.

### **Electronic Participation in General Meetings**

**4.2** The Council may determine, in its discretion, to hold any General Meeting in whole

or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Council must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

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

- 4.3** At a general meeting, the following business is ordinary business: a) adoption of rules of order; b) consideration of any financial statements of the Society presented to the meeting; c) consideration of the reports, if any, of the directors or auditor; d) election or appointment of directors; e) appointment of an auditor, if any; f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**4.4** A notice of a general meeting 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.

### **Chair of general meeting**

- 4.5** The following individual is entitled to preside as the chair of a general meeting: a) the individual, if any, appointed by the Council to preside as the chair; b) if the Council has not appointed an individual to preside as the chair or the individual appointed by the Council is unable to preside as the chair, i) the president, ii) the president-elect, if the president is unable to preside as the chair, or iii) one of the other directors present at the meeting, if both the president and president-elect are unable to preside as the chair.

### **Alternate chair of general meeting**

**4.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the

meeting to preside as the chair.

### **Quorum required**

**4.7** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**4.8** The quorum for the transaction of business at a general meeting is 5 voting members, or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

**4.9** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting 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 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**4.10** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**4.11** The chair of a general meeting may, or, if so directed by the voting 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**

**4.12** 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 30 days or more, notice of the continuation of the adjourned meeting must be given.

## Order of business at general meeting

**4.13** The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) determine the number of votes by proxy, who is holding proxy votes, and who they are representing;
- d) approve the agenda;
- e) approve the minutes from the last general meeting;
- f) deal with unfinished business from the last general meeting;
- g) if the meeting is an annual general meeting,
  - i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
  - ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
  - iii) elect or appoint directors, and
  - iv) appoint an auditor, if any;
- h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- i) terminate the meeting.

## Methods of voting

**4.14** At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

## Proxy voting

**4.15** Voting by proxy is permitted.

- a) A voting member may appoint another such member to act and vote as the member's proxy at a general meeting.
- b) A member must not hold more than one proxy.
- c) The instrument appointing a proxy must be in the following form, or in any other form that the Council approves:

I, **[full name]**, of **[your city/town/village of residence]**, hereby appoint **[full name]**, of **[proxy's city/town/village of residence]**, as my proxy to vote for me and on my behalf at the general meeting of the Indigenous Editors Association on **[day, month, and year of meeting]**, and at any adjournment thereof. Signed at **[your location]** on **[date of your signing]**.

- d) A proxy must be received no later than two business days, or 48 hours, preceding the day of the meeting at which the proxy is to be used. e) A proxy



is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.

### **Announcement of result**

**4.16** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Matters decided at general meeting by ordinary resolution**

**4.17** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 5 – DIRECTORS**

### **Number of directors on Council**

**5.1** The Society must have no fewer than 3 and no more than 11 directors, and a minimum of 75% of the directors must be voting members of the organization.

### **Voting rights of directors**

**5.2** A director's membership class determines whether they are entitled to a vote. The Council may, in extraordinary circumstances, grant voting rights to a director who belongs to a membership class that is not entitled to vote. Directors who are not members are not entitled to vote.

### **Qualifications of directors**

**5.3** Directors must meet the requirements set out in the BC Societies Act (2015). To be elected or appointed as a director, the individual:

- a) Must be an individual and not a corporate entity of 18 years of age or older; b) Is not required to be a member of the organization; however, directors who are not members of the organization (and those who are non-voting members of the organization) act in an advisory capacity only.
- c) Must not be employed by the organization.

### **Exceptions to the qualification of directors**

**5.4** The Council may at its discretion appoint a person under 18 years of age as a youth observer and advisor to the board, who shall have a voice but not vote.

### **Election or appointment of directors**

5.5 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Council.

### **Directors may fill casual vacancy on Council**

5.6 The Council may, at any time, appoint a member as a director to fill a vacancy that arises on the Council as a result of the resignation, death, or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

5.7 A director appointed by the Council to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

## **PART 6 – COUNCIL MEETINGS**

### **Calling Council meetings**

6.1 A Council meeting may be called by the president or by any 2 other directors.

### **Notice of Council meeting**

6.2 At least 2 days' notice of a Council meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

6.3 The accidental omission to give notice of a Council meeting to a director, or the non- receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of Council meetings**

6.4 The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

6.5 The quorum for the transaction of business at a Council meeting is a majority of the directors.

## **PART 7 – COUNCIL POSITIONS**

### **Election or appointment to Council positions**

**7.1** Directors must be elected or appointed to the following Council positions, and a director, other than the president, may hold more than one position: a) president;  
b) president-elect;  
c) past president;  
d) secretary;  
e) treasurer.

### **Term of appointment for each position**

**7.2** A director appointed by the Council will serve a 1-year term. The Council may exercise discretion to extend the term of a director, who is willing to serve another term.

### **Directors at large**

**7.2** Directors who are elected or appointed to positions on the Council in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**7.3** The president is the chair of the Council and is responsible for supervising the other directors in the execution of their duties. Their goal is to keep the Council aligned with the organization's greater mission and values.

### **Role of president-elect**

**7.4** The president-elect is the vice-chair of the Council and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of past-president**

**7.5** The past-president is responsible for providing advice and recommendations to Council.

### **Role of secretary**

**7.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) chairing general meetings and directors' meetings;
- b) taking minutes of general meetings and directors' meetings;
- c) keeping track of votes during general meetings and directors' meeting;
- d) keeping the records of the Society in accordance with the Act;

### **Absence of secretary from meeting**

**7.6** In the absence of the secretary from a meeting, the Council president must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**7.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keeping accounting records in respect of the Society's financial transactions;
- c) preparing the Society's financial statements;
- d) making the Society's filings respecting taxes.

## **PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**8.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.