



ALBERTA NETWORK OF IMMIGRANT WOMEN

By-laws

Revised December 2002

1. PREAMBLE

1.1 The name of the organization is Alberta Network of Immigrant Women, which may also be referred to as ANIW or the Network.

1.1.1 The following articles set forth the Bylaws of the Alberta Network of Immigrant Women.

2. DEFINING AND INTERPRETING THE BY-LAWS

2.1 Definitions in these Bylaws, the following words have these meanings

2.1.1 Act means the Societies ACT R.S.A 1980, Chapter S – 18 as amended or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article

2.1.3 Board means the Board of Directors of the Network

2.1.4 Bylaws means the Bylaws of this Network, as amended.

2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 General Meeting means the Annual General Meeting and a Special General Meeting.

2.1.7 Member means a Member of the Network

2.1.8 Officer means any Officer listed in Article

2.1.9 Registered Office means the registered office of the Network

2.1.10 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Network

2.1.11 Network means the Alberta Network of Immigrant Women

2.1.12 Special Meeting means the special general meeting described in Article

2.1.13 Special Resolution means:

- a). a resolution passed at a General Meeting of the membership of this Network. There must be at least twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 51% of the voting Members who vote in person.
- b). a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c). a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.14 Voting Member means a member entitled to vote at the meetings of the Network

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural and vice versa

2.2.2. Headings: are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.3 Liberal Interpretation: these bylaws must be interpreted broadly and generously.

3. MISSION STATEMENT AND OBJECT OF THE NETWORK

The mission statement of the Network is:

3.1 The Alberta Network of Immigrant Women is a provincial organization which fosters equality, justice and learning for immigrant women in Alberta and in Canada through full participation in the social, economic and political life.

3.2 The Objects of the Network are:

3.1.1 To conduct research on the social, economic and political issues impacting immigrant women.

3.1.2 To provide information and education to immigrant women through workshops, study groups, conferences and panel presentations.

- 3.1.3 To produce and distribute a provincial newsletter with information on on-going activities of the Network.
- 3.1.4 To network and partner with other organizations and institutions on achieving the objects of the Network.
- 3.1.5 To maintain a resource library on issues relating to immigrant women and to work towards becoming a clearing house for information on immigrant women.
- 3.1.6 To assist new women's groups establish themselves in the province of Alberta
- 3.1.7 To raise funds to achieve the objects of the Network. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.
- 3.1.8 To use funds of the Network only according to and in pursuit of these objects or other charitable objects.

4. MEMBERSHIP

4.1. Classification of Members

- a. Organization
- b. Individual

4.1.2. Organization Members

To be an organization member, an individual must

- a. represent a an immigrant women's organization
- b. ethnocultural organization
- c. organizations that provide services to immigrant women
- d. apply for membership
- e. be accepted by the Nominating and Membership Committee of the Network
- f. pay the annual membership fee required of Organization member

4.1.3 Individual Member

To become an Individual Member, an individual must:

- a). be woman working with and interested in immigrant women's issues
- b). apply for membership
- c). be accepted by the Membership and Nominating Committee of the Network
- d). pay the annual individual membership fee

4.2 Membership Year

The membership year is April 1 to March 31.

4.3 Setting Membership Fees

The Board decides annual membership fees for each category of Members.

4.4 Payment Date for Fees

The annual membership fees must be paid on or before April 1 of every year.

4.5 Rights & Privileges of Members

4.5.1 A Member in good standing is entitled to:

- a). receive notice of the meetings of the Network
- b). attend any meeting of the Network
- c). speak at any meeting of the Network
- d). receive semi-annual newsletters.

4.6. Voting Members

A member must be in good standing to be eligible to vote.

4.7 Number of Votes

A Voting Member is entitled to one (1) vote at a meeting of the Network.

4.8 Member in Good Standing

A member is in good standing when :

- a). the Member has paid membership fees or other required fees to the Network
- b). the Member is not suspended as a Member as provided under Article 4.5.

4.9 Suspension of Membership

4.9.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for one or more of the following reasons:

- a). if the Member failed to abide by the Bylaws
- b). if the Member has been disloyal to the Network
- c). if the Member has disrupted meetings or functions of the Network
- d). if the Member has done anything judged to be harmful to the Network.

4.8.2 Notice to the Member

- a. The affected Member will receive written notice of the Board's intention to deal with the intended suspension. The Member will receive at least two (2) weeks' notice before the Special Meeting.
- b. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Network. The notice may also be delivered by an Officer of the Board.
- c. The notice will state the reason for the suspension being considered.

4.8.3 Decision of the Board

- a. The Member will have an opportunity to appear before the Board to address the matter. The board may allow another person to accompany the Member.
- b. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- c. The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- d. The decision of the Board is final.

4.8.4 Termination of Membership

4.8.5 Resignation

4.8.6 .Any member may resign from the Network by sending or delivering a written notice to the Secretary or President of the Network.

4.8.7 Once the notice is received, the Member's name is removed from the Registrar of Members. The Member is considered to have ceased being a Member on the date her name is removed from the Register of Members.

4.8.8 Death

The membership of a Member is ended upon her death.

4.8.9 Withdrawal

- a. If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.
- b. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date her name is removed from the Register.
- c. Expulsion

5. Meetings of the Network

5.1 Bi-Annual General meetings of the Network

5.1.2 The Network shall hold its Bi-Annual General Meeting every two years, at a time, date, and place to be determined by the Board of Directors.

5.1.3 The Secretary mails or delivers a notice to each member at least 21 days before the Bi-Annual General Meeting and any business requiring a Special Resolution. The notice states the place, date and time of the meeting.

- a) Attendance of 20% of the Members in good standing shall constitute a quorum for a Bi-Annual General Meeting.

5.2 Special General Meeting of the Network

- 5.2.1 A special meeting of the Network may be called by ten (9) of the board members in good standing by submitting a signed request to the President and/or Secretary. The special meeting must be called within three (3) weeks of receipt of the request in writing, and will deal with the subject of the request only.
- 5.2.2 The Secretary mails or delivers a notice to each member at least twenty-one days before the Special General Meeting. The notice states the place, date, time and purpose of the Special General Meeting.
- 5.2.3 Any special meeting has the same method of voting and the same quorum requirements as the Bi-Annual General Meeting.

5.3 Proceedings at the Bi-Annual or Special General Meeting

- 5.3.1 General Meetings of the Network are open to the public. A majority of the members present may ask any persons who are not members to leave
- 5.3.2 The President cancels the General Meeting if a quorum is not present within one half hour (1/2) after the set time. If cancelled, the meeting is rescheduled for two weeks (2) later at the same time and place. If a quorum is not present within one half hour (1/2) after the set time of the second meeting, the meeting will proceed with the members in attendance.
- 5.3.3 The President chairs every General Meeting of the Network. The Vice-President chairs in the absence of the President.
- 5.3.4 If neither the President or the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the members present may choose one of the members to chair.
- 5.3.5 The President may adjourn any Bi-Annual General Meeting with the consent of the members present at the meeting. The adjourned meeting conducts only the unfinished business from the initial meeting.
- 5.3.6 No notice is necessary if the bi-annual general meeting is adjourned for less than thirty (30) days.

5.4 Voting

- 5.4.1 Each voting member has one (1) vote. A show of hands decides every vote at Bi-Annual General Meeting. A ballot is used if requested by at least five (5) voting members.
- 5.4.2 The President does not have a second or casting vote in the case of a tie. If there is a tie, the motion is defeated.

- 5.4.3 A voting member may not vote by proxy.
- 5.4.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 5.4.5 The President declares a resolution carried or lost. The statement is final.
- 5.4.6 The President decides any dispute on any vote. The President decides in good faith and this decision is final.

6. Governance of the Network

6.1 The Board of Directors

- 6.1.1 The Board governs and manages the affairs of the Network. The Board may hire a paid administrator to carry out the functions under the direction and supervision of the Board.
- 6.1.2 The Board of Directors is responsible for organizational leadership and for setting policy of the organization, ensuring that its implementation is consistent with ANIW objectives
- 6.1.3 Powers and Duties of the Board
 - a. Promoting the objects of the Network
 - b. Promoting and approving membership in the Network
 - c. Hiring of staff to operate the Network
 - d. Directing employee duties and setting their salaries
 - e. Maintaining and protecting the Network's assets
 - f. Approving the annual budget
 - g. Approving all expenses of the Network
 - h. Financing the operations of the Network and raising money
 - i. Investing extra money
 - j. Developing policies for managing and operating the Network
 - k. Maintaining all accounts and financial records of the Network
 - l. Approving all contracts of the Network
 - m. Appointing legal counsel as necessary.
 - n. Selling, disposing of, or mortgaging any or all of the property of the Network
 - o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Network

6.2 Officers of the Network

- 6.2.1 The Board of Directors will comprise a maximum of eight (8) organizational representatives and seven (7) individual representatives to be elected at a Bi-Annual General Meeting.

- 6.2.2 Any member who has been with the Board for a year may be elected to the Executive
- 6.2.3 Executive officers of the organization shall be elected at the first meeting of the Board of Directors following the bi-annual general meeting of the Network. All offices shall be held for a period of two (2) years.
- 6.2.4 The Executive of the Board of Directors are:
- a. the President
 - b. the Vice-President
 - c. the Secretary
 - d. the Treasurer
 - e. the Past President
- 6.2.5 A majority of the Board of Directors will be immigrant women
- 6.2.6 Elected members will serve for a minimum of two years and a maximum of 6 years.
- 6.2.7 No executive officer may serve more than two (2), two-year terms in the same position. However, she may be nominated for other executive positions during the Biennial General Meeting of the Network.
- 6.2.8 Interested members must be nominated by a member in good standing of the Network. The nomination will be made to the Nomination Committee of the Network.
- 6.2.9 Members of the Nominating Committee shall be appointed by the Board.
- 6.2.10 The Nominating Committee shall present a full slate of the candidates willing to stand for office on the Board.
- 6.2.11 The Board of Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from her position as such. A Director may be paid reasonable out- of-pocket expenses incurred by her in the performance of her duties.

6.3 Meetings of the Board of Directors

- 6.3.1 The Board will hold at least 4 meetings each year. The meetings may be held by teleconference or at a location determined by the Board of Directors.
- 6.3.2 The President calls the meeting. The President may also call a meeting if any three (3) Directors make a request in writing and state the business for the meeting.

- 6.3.3 Ten (10) days' notice for Board meetings is mailed or e-mailed to each Board Member. Board members may waive the notice.
- 6.3.4 Eight (8) Directors present at any meeting form the quorum.
- 6.3.5 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week. At least five Directors present at this meeting is a quorum.
- 6.3.6 Each Director, including the President and the Past President, has one vote.
- 6.3.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 6.3.8 Meetings of the Board are open to members of the Network, but only Directors may vote. A majority of the Directors present may ask any member or other person present to leave.
- 6.3.9 All Directors may agree and sign a resolution. The resolution is as valid as one passed at any Board meetings. The date on the resolution is the date it is passed.
- 6.3.10 A meeting of the Board may be held by conference call. Directors who participate in this call are considered present for the meeting.
- 6.3.11 Irregularities or errors in good faith do not invalidate acts done at any meeting of the Board.

7 Duties of Officers

7.1 President shall:

- a) Oversee management of ANIW;
- b) Be an ex-officio member of all committees;
- c) Preside at meetings when present or delegate the responsibility to Vice-President or other member of the Board.
- d) Sign all grant applications, funding submissions and official position papers;
- e) Be empowered to speak on behalf of ANIW when she is speaking upon agreement of the Board;
- f) Consult with the members of the Board on policy which has not been previously resolved by the Board of Directors;

- g) Call Board meetings and general meetings;
- h) Prepare the agenda for Board meetings in consultation with other Board members and staff;
- i) Monitor ANIW's financial situation in conjunction with the Treasurer.

7.2 Vice- President - shall assist the President in the above duties and shall take the place of the President in her absence.

7.3 Treasurer shall:

- a. Monitor the Network's financial situation in conjunction with the projections of the annual budget;
- b. Suggest to the Board an auditor to oversee the annual audit;
- c. Present quarterly financial statements to the Board or delegate the responsibility to the staff, ensuring presentation of the statements;
- d. Assist with the preparation of the annual budget;
- e. Assist the staff in keeping records and accurate accounts of revenues and disbursements;
- f. Present the annual financial statement to the members of the Network and the Bi-Annual General Meeting of the ANIW.

7.4 Secretary shall:

- a. To attend meetings of the Network and meetings of the board of Directors, ensuring that accurate minutes are being kept
- b. To have charge of the seal of the Network which, whenever used, shall be authenticated by the signatures of the Secretary and the President of the Network
- c. In the absence of the Secretary, another officer may be appointed by the Board of Directors
- d. To have charge of the correspondence of the Network; and to
- e. To call Board meetings when instructed by the President to do so.

7.5 Past President shall ensure continuity by advising the new executive members of the Board. She is automatically a member of the new executive for one (1) two-year term.

7.6 Board Committees

7.6.1 The Board may appoint committees to advise the Board.

7.6.2 The Standing Committees of the Board are:

- a. Executive Committee
- b. Personnel Committee
- c. Finance & Fund Development Committee
- d. Program Committee
- e. Nomination and Membership Committee

7.6.3 Standing committees shall operate under the terms of reference that have been established.

7.7 Protection and Indemnity of Directors and Officers

7.7.1 Each Director or Officer holds office with protection from the Network. The Network indemnifies each Director or Officer against all costs or charges that result from any act done in her role for the Network. The Network does not protect any Director or Officer for acts of fraud, dishonesty or bad faith. No member is, in her individual capacity, liable for any debt or liability of the Network.

7.7.2 No Director or Officer is liable for any other Officer, Director or employee. No Director or Officer is responsible for any loss, damage, or expense arising from bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Network. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Network, unless the act is fraud, dishonesty or bad faith.

8. FINANCE AND OTHER MANAGEMENT MATTERS

8.1 There must be an audit of books, accounts and records of the Network at least once each year. A qualified accountant appointed at each Bi-Annual General Meeting must do this audit. At each Bi-Annual General Meeting of the Network, the auditor submits a complete statement of the books for the previous years.

8.2 The designated Officers of the Board sign all cheques drawn on the monies of the Network. Two signatures are required on all cheques.

8.3 All contracts, funding applications and financial documents must be signed by the Officers of the Board.

8.4 The record of minutes and account books shall be kept in the office of the Network. The books and minutes of the Network may be inspected by any member in good standing upon written request to the Board of Directors. The Board of Directors will set the time for such inspection. The inspection may take place at the premises of the Network, during office hours, except during the period in which auditing is being performed. The inspection will be done in the presence of Network's staff and one designated Board of Directors member.

9. **AMENDING THE BYLAWS**

9.1 These bylaws may be cancelled, altered or added to by a Special Resolution at any Bi-Annual General Meeting or Special General Meeting of the Network

9.1.1 The Twenty-one (21) days' notice of the Bi-Annual General Meeting or Special General Meeting of the Network must include details of the proposed resolution to change the Bylaws.

9.1.2 The amended Bylaws take effect after approval of the Special Resolution at the Bi-Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta

10. **DISTRIBUTING ASSETS AND DISSOLVING THE NETWORK**

10.1 The Network does not pay dividends or distribute its property among its members.

10.1.1 If the Network is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any members receive any assets of the Network.

Dated at the Province of Alberta on _____ of _____ 2003.
