

LES FEMMES MICHIF OTIPEMISIWAK BYLAWS

BE IT ENACTED AND IT IS HEREBY ENACTED as the bylaws of Les Femmes Michif Otipemisiwak (hereinafter referred to as “LFMO”) that:

DEFINITIONS

1.0 IN THIS BYLAW, unless the context otherwise specifies or requires:

- a. “Act” means *Canada Corporations Act*, R.S. 1970 c. C-32, as amended from time to time;
- b. “Board” means the Board of Directors of the corporation;
- c. “Delegate” means a Métis Woman, determined to be an eligible representative at the Annual General Meetings, as provided for in the respective Constitutions and/or Bylaws and/or governance mechanisms of the Governing Members and pursuant to these Bylaws;
- d. “Designate” means a Métis Woman, who may be able to represent a Director at the written request of a Director who is unable to attend a meeting or event;
- e. “Director” means a Director of the LFMO who is a Métis Woman over the age of 18, with power under law to contract, who holds the office of a Provincial Spokesperson and/or who holds the office of the National President, and who is not a Designate;
- f. “Elder” means a Métis Woman recognized by the Métis community, and the LFMO, as an Elder;
- g. “Governing Members” means the Provincial Governing Members of the Métis National Council, specifically, the Métis Nation British Columbia; Métis Nation of Alberta; Métis Nation – Saskatchewan; Manitoba Métis Federation; and Métis Nation of Ontario;
- h. “Just Cause” means a standard of reasonableness used to evaluate a person’s actions in a given set of circumstances. If a person acts with Just Cause, her actions are based on reasonable grounds and committed in Good Faith;
- i. “Métis Nation Government” means the Métis National Council and the Governing Members;

- j. “Métis Woman” means a woman who is a citizen of the Métis Nation;
- k. “National President” means the Métis Woman elected in accordance with these bylaws that shall hold the office of National President of LFMO;
- l. “Provincial Spokesperson” means a Métis Woman who is determined, pursuant to the Constitution and/or Bylaws and/or governance mechanism of a Governing Member, as the leader who holds the office of a Provincial Spokesperson of the Métis Women of that jurisdiction;
- m. “LFMO” means Les Femmes Michif Otipemisiwak.

2.0 HEAD OFFICE

- a. The Registered office of the corporation shall be in the City of Ottawa, in the Province of Ontario, and shall be located therein at such address as the Board may from time to time determine or in such other city, province and address as the Board may hereafter determine.

3.0 PURPOSE

- a. The LFMO is enabled by motion of the Métis National Council Board of Governors and formed to enable Métis Women within the Métis Nation to take an active role within Métis Nation governance, in addition to their right to participate fully in all elected offices in such governance.
- b. The LFMO shall work within the Métis Nation governance structure, specifically with the Métis National Council and the Governing Members, to represent the interests of and promote leadership by Métis women at the local, provincial, national and international levels.
- c. The LFMO shall work with Métis Women from across Canada and Métis Nation Government for the empowerment and participation of Métis Women.
- d. The LFMO shall function as an advocacy body to speak and represent the Métis Women’s agenda and perspective nationally.

4.0 CONDITIONS OF MEMBERSHIP

- a. Membership in the LFMO shall be the Métis Women Provincial Organizations of each of the Governing Members, as provided for in the Constitutions and/or Bylaws and/or governance mechanisms of each of the Governing Members.
- b. The LFMO may upon unanimous vote of the LFMO admit additional members on such conditions as they deem necessary.
- c. Any member may withdraw from the LFMO by delivering to the LFMO a written resignation and leaving a copy of the same with the Secretary of the LFMO.

5.0 MEMBERS MEETINGS

- a. At all meetings of members, each member shall be represented by the Provincial Spokesperson of the Governing Member's Women's organization or infrastructure, or their designate, or as provided for in these bylaws.
- b. An Annual General Meeting of the members shall be held on such day in each year and at such time and place as the Board may by resolution determine.
- c. An Annual General Meeting of the members shall be called by the Board with one month (thirty (30) days) written notice.
- d. At the Annual General Meeting, there shall be equal representation in the number of delegates representing each of the Governing Member Women's Organization, as provided for in these bylaws, plus the National President.
- e. There shall be registered at all Annual General Meetings a minimum of five (5) delegates from each of the Governing Member Women's Organizations in order to calculate quorum.
- f. Quorum at an Annual General Meeting will be found where there are present 50% plus one of the total numbers of delegates registered and must include participation from four of the five Governing Members Women's Organizations.
- g. Subject to Articles 16 of these bylaws, all decisions of the Annual General Meeting shall be by 50% plus one of the delegate votes cast.
- h. All delegates to the Annual General Meeting shall be voting delegates.

- i. There shall be no proxy voting nor any mail in ballots permitted at the Annual General Meeting nor shall there be any written resolutions permitted in lieu of the meeting.
- j. The approved minutes of the Annual General Meeting shall be available upon written request to the members and shall also be available to the Board of Directors in a reasonable time frame after the meeting is held.
- k. The election of the National President shall take place at the Annual General Meeting and shall be subject to the following:
 - i. The election of the National President shall take place between the second and third year of the National President's term.
 - ii. The date of the election of the National President shall be set by the Board or by a majority resolution passed at an Annual General Meeting.
 - iii. Any delegate in attendance at an Annual General Meeting is eligible to run for the position of National President.
 - iv. Any Métis Woman in attendance at an Annual General Meeting is eligible to run for the position of National President.
 - v. A Provincial Spokesperson in attendance at an Annual General Meeting is eligible to run for the position of National President.
 - vi. A person who holds a position as Provincial Spokesperson who is elected as National President shall relinquish the position of spokesperson at the provincial level within a reasonable period of time but no later than 90 (ninety) days following the date of the said election.
- l. A Special General Meeting of the LFMO may be requisitioned, by submission of a written resolution to the National President by at least four Governing Member's Women's organization or infrastructure, where funding exists to hold such a meeting.
 - i. Special General Meetings of the LFMO shall be called with one month (thirty (30) days) written notice.
 - ii. At a Special General Meeting of the LFMO, there shall be equal representation in the number of delegates representing each of the Governing Members, as provided for in these bylaws, plus the National President.

- iii. There shall be registered at all Special General Meetings of the LFMO a minimum of five (5) delegates from each of the Governing Member Women's Organizations.
- iv. Quorum at an Annual General Meeting of the LFMO will be found where there are present 50% plus one of the total numbers of delegates registered and must include participation from four of the five Governing Members Women's Organizations.
- v. Subject to Article 16 of these bylaws, all decisions of the Special General Meeting of the LFMO shall be by a vote in favour by two-thirds of the delegates registered.
- vi. All delegates to the Special General Meetings of the LFMO shall be voting delegates.

6.0 BOARD OF DIRECTORS

- a. The Board shall consist of six (6) Directors, which shall be comprised of the National President and the five (5) Provincial Spokespersons.
- b. Subject to Article 7 (d) and (e), the term of office for a Director shall not be limited.
- c. The Board will manage the corporation and work towards the purpose of the LFMO as set out by the Annual General Meeting and these bylaws.
- d. The Board, working as part of Métis Nation governance and in conjunction with their Governing Member Provincial organizations or infrastructure, will work with all Métis Women to carry their voices to the LFMO meetings and the all national and international meetings in which they participate.
- e. The Board, based on available funding, shall host the Annual General Meeting in each fiscal year.
- f. The Board shall administer the affairs of the LFMO in all things and may make or cause to be made for the LFMO, in its name, any kind of contract which the LFMO may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the LFMO is by its bylaws or otherwise authorized to exercise and do.

- i. An Administrative Officer may be empowered by the Board, upon resolution of the Board to carry on the affairs of the LFMO generally under the supervision of the Board thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings on the books to be kept for that purpose. They shall give or cause to give notice of all meetings of the LFMO and shall perform other such duties as may be prescribed by the Board under whose supervision they shall be. They shall be custodian of the seal and records of the LFMO, which they shall deliver only when authorized to do so and to such person or persons as may be named in the resolution.
- g. Remuneration of Director expenditures shall be reimbursed by the corporation in accordance with LFMO policies passed by resolution of a majority of the Board.
- h. The Board shall have and be entitled to exercise all the borrowing powers which are set out in Section 65 of the Act.
- i. That in addition to the borrowing powers of the Board set forth in Section 65 of the Act, the Board shall be empowered to take such action on behalf of LFMO for the purpose of lending money to any person or company, to raise and assist in raising guarantee of bonds, debentures or other securities, and to guarantee the performance of contracts of any such person or corporation, and for that purpose to negotiate for, prepare, executive and deliver such documents and writings as the Board in their discretion consider necessary or advisable.

7.0 POWERS OF DIRECTORS

- a. A Director, who seeks to appoint a designate to participate in a meeting on their behalf, shall file with the Secretary a written designation in advance of the participation of the designate. The designate may then cast a vote on behalf of that Director.
- b. The Director who holds the office of National President shall not appoint a designate for the purposes of voting for the breaking of a tie. Where the National President is absent, a tie vote shall be recorded as a tie vote.
- c. The Director holding the office of Vice-President, who is serving as a designate for the National President pursuant to these bylaws, shall retain their vote as a Director.
- d. A Director ceases to be a Director of the Corporation upon ceasing to hold the office of Provincial Spokesperson, pursuant to the Constitution and/or Bylaws

and/or governance mechanism of a Governing Member, or, in the case of the National President, upon ceasing to hold the office of National President, pursuant to these bylaws.

- e. A Director shall submit a written resignation within 30 days of removal from office of Provincial Spokesperson.
- f. Any Director may withdraw from the LFMO by delivering to the National President a written resignation and leaving a copy of the resignation with the Secretary.
- g. The office of Director, not including the office of the National President, shall be automatically vacated if at a Special General Meeting of the Members, called pursuant to these bylaws and in compliance with Article 5.0(l), a resolution is passed in favour of the removal of the Director.

8.0 DIRECTOR'S MEETINGS

- a. At all meetings of the Board, quorum shall be four Directors, one of which must be the National President, or the Vice-President acting pursuant to these bylaws.
- b. The Board shall meet at least four times per year, based on available funding, plus attend the Annual General Meeting.
- c. All Board meetings shall be called and presided over by the National President, or her designate pursuant to these bylaws.
- d. The National President shall call and preside at a meeting of the Board where three of the Directors in writing request a meeting.
- e. Notice of a Board meeting shall be communicated to the Directors in writing not less than 7 (seven) days before the meeting and confirmed by fax, email or letter.
 - i. A meeting of the Board may be held without notice if all the Directors have waived notice of the meeting in writing.
- f. A Director may participate in a meeting of the Board by telephone or other communication technology as permits and is present.

- g. At meetings of the Board, each Director shall have one vote, with the exception of the Director who holds the office of National President who shall vote only in the event of a tie.
- h. All decisions of the Board shall be by a 50% plus one of the votes cast.
 - i. Where the National President is absent and where a vote is not successful with a 50% plus one of the votes cast, it will be considered lost.
- i. Voting in Board meetings may be by a show of hands or secret ballot.
 - i. Any matter shall be decided by secret ballot at the request of a Director.
- j. There shall be no proxy voting nor any mail in ballots permitted at any meeting of the Board.
- k. Board meetings shall not be conducted by written resolution alone.
- l. The Board may remove from office any appointee to the Executive Committee by passing a resolution of the majority of the Board at any duly convened meeting of the Board.
- m. Special Meetings of the Board may be called by resolution of the Board as required and as funding permits, with one month (thirty (30) days) written notice.
 - i. The notice of the Special Meeting shall contain enough information to allow the members to make a reasoned decision.
 - ii. A Special Meeting shall only consider a specific agenda item that has been distributed with the notice of the meeting.

9.0 INDEMNITIES TO DIRECTORS AND OTHERS

- a. Every Director or Officer of the LFMO or other person who has undertaken or is about to undertake any liability on behalf of LFMO or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the LFMO, from and against:
 - i. All costs, charges or expenses whatsoever which any Director, Officer or other person sustains or incurs in or about any action suit or proceedings

which is brought, commenced or prosecuted against her or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability; and

- ii. All other costs, charges or expenses which she sustains or incurs in or about or in relation to the affairs of thereof, except such costs, charges or expenses as are occasioned by her own wilful neglect or default.
- iii. No Director, Officer or other person shall be liable for harm caused by her act or omission when acting within the scope of district responsibilities where the act or omission is found to be in conformity with federal, provincial and local laws.
- iv. The LFMO shall provide liability insurance necessary to protect the Directors while acting within the scope of their office, where funding is available.

10.0 OFFICERS

- a. The LFMO Organizational Structure shall include the Offices of the National President, Vice-President, Secretary and Treasurer.
- b. The term of offices shall be as follows:
 - i. The term of office of the National President shall be for three years.
 - ii. The term of office of the Vice-President shall be for a term of one year.
 - iii. The term of office of the Secretary shall be for a term of two years.
 - iv. The term of office of the Treasurer shall be for a term of one year.
- c. The offices of the National President, Vice-President, Secretary or Treasurer shall automatically be vacated
 - i. Upon death; or
 - ii. Upon resignation.

- d. The office of the National President shall be automatically vacated where the National President is suspended for just cause by the unanimous consent and resolution of the Board.
- e. In the event that the National President is suspended, pursuant to Article 10(d), a Special Meeting of the Board shall be called by resolution of the Board to review the matter within 90 days of the suspension.
- f. In the event that the office of the National President becomes vacant during the term of office, the Vice-President shall serve as National President until the Annual General Meeting of the LFMO is held to elect a new National President.
- g. In the event that the office of Vice-President, Secretary or Treasurer becomes vacant, for any reason, during the term of office, the vacancy may be filled by way of a resolution of the Directors, at the next meeting of the Board.

11.0 DUTIES OF OFFICERS

- a. The Duties of the National President shall include the following duties:
 - i. The National President shall be a signatory of the LFMO.
 - ii. The National President shall act as chairperson at all of the meetings of the LFMO.
 - iii. The National President shall keep custody of the corporate seal.
 - iv. The National President shall be responsible for the management of the LFMO and shall be the National Spokesperson for the LFMO, responsible for enhancing and promoting the purpose of the LFMO.
 - v. The National President shall attend, upon invitation, at all meetings of the Métis National Council Board of Governors and Métis National Council General Assembly and report on and participate in all matters arising therein on behalf of the LFMO.
 - vi. The National President shall be responsible for delegating her responsibilities as she sees necessary to ensure the proper functioning of the LFMO.

- vii. The National President shall be responsible for ensuring that communication amongst the Directors relays all matters of importance to the Board.
 - viii. The National President plus any one other Director are designated as signatories on behalf of the LFMO, except where only one signature is required, at which time the signature of the National President shall be deemed as sufficient.
- b. The Duties of the Vice-President may include:
- i. The Vice-President shall act as chairperson in the absence of, or with written designation of, the National President.
 - ii. The Vice-President may be a signatory of the LFMO.
 - iii. The Vice-President, pursuant to Article 11(a)(vi) and as provided for in these bylaws, shall attend, upon invitation, at all meetings of the Métis National Council Board of Governors and Métis National Council General Assembly and report on and participate in all matters arising therein on behalf of the LFMO.
- c. The Duties of the Secretary may include:
- i. The Secretary may be a signatory of the LFMO.
 - ii. The Secretary may, under the direction of the Board, be responsible for ensuring the proper recording of meetings and maintenance of all minutes of the Board and correspondence of the corporation.
- d. The Duties of the Treasurer may include:
- i. The Treasurer may be a signatory of the LFMO.
 - ii. The Treasurer may, under the direction of the Board, may present to the Board when directed to do so by the Board, a full detailed account of the receipts and disbursements of the corporation and shall prepare for submission at the annual meeting a financial statement for the most recently completed fiscal year of the Corporation.

12.0 EXECUTIVE COMMITTEE

- a. The Board shall designate from its directors the following officers: Vice-president, Secretary and Treasurer of the Corporation, which shall, sitting together with the National President, constitute an Executive Committee.

13.0 EXECUTION OF DOCUMENTS

- a. Contracts, documents or any instruments in writing requiring the signature of the LFMO, shall be signed by the National President, and all contracts, documents and instruments in writing so signed shall be binding upon LFMO without any further authorization or formality.
 - i. The National President and one additional signatory from amongst the Executive Committee, pursuant to the policies of the LFMO and related contractual agreement terms, must endorse all expenditures related to the LFMO.

14.0 MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

- a. Minutes shall be kept for and a record of decisions made at any Board Meeting or at any Executive Committee Meeting.
- b. The approved minutes of Board Meetings shall be available upon written request to the members of the LFMO and shall also be available to the Board in a reasonable time frame after the meeting is held.

15.0 FINANCIAL YEAR

- a. The fiscal year end of the corporation shall be the 31st day of March each year.

16.0 AMENDMENT OF BYLAWS

- a. All changes to the bylaws shall take place at the Annual General Meeting of the LFMO and shall be by a decision of two-thirds of the votes cast.
- b. The repeal or amendment of bylaws or the enactment of a new bylaw relating to the requirements of subsection 155(2) of the Act shall not be enforced or acted upon until the Approval of the Minister of the Government of Canada has been obtained. Section 155(2) relates to changes to the corporate governance issues such as structure or the conducting of meetings.

17.0 AUDITORS

- a. The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the LFMO until the next annual meeting provided that the Board may fill any casual vacancy of the office of the auditor. The remuneration of the auditor shall be fixed by the corporation.

18.0 BOOKS AND RECORDS

- a. The Board shall see that all necessary books and records of the LFMO required by the bylaws or by any applicable statute or law are regularly and properly kept.
- b. The financial audit report shall be presented to the delegates at an Annual General Meeting each fiscal year.
- c. A written Annual Report shall be presented to the delegates at each Annual General Meeting.

19.0 RULES AND REGULATIONS

- a. The LFMO may prescribe such rules, regulations or policies not inconsistent with these bylaws relating to the management and operation of the LFMO 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 LFMO when they shall be confirmed and failing such confirmation at such annual meeting of the members shall at and from that time cease to have force and effect.

20.0 DISSOLUTION

- a. In the event of dissolution of the corporation, after payment of all debts and liabilities, the Board shall authorize and distribute all remaining assets rateably amongst the members.

21.0 INTERPRETATION

- a. In these bylaws and all other bylaws of the LFMO hereafter passed unless the context otherwise requires, words importing the singular number shall include plural number as the case may be, and vice versa, and references to persons shall include firms and corporations.