



# **AFOA BC Board Bylaw, Policy and Procedures Manual**

**Updated: February 27, 2018**

# **AFOABC Board Bylaws, Policies and Procedures**

## **Introduction**

A Society is governed by their constitution and bylaws as originally agreed to when it became incorporated. The bylaws spell out, for example, in general terms how a Society will make decisions on matters of membership, establishing a board of directors, terms of office and voting procedures.

As a Society grows and develops bylaw changes are sometimes required for better operational efficiencies. If the changes require amending bylaws, this process occurs at an annual general meeting or special meeting of Society members. However, should a bylaw policy or procedure (that defines a bylaw) require change, this is generally done by the board of directors.

The bylaws, policies and procedures for AFOA BC board administration are as follows **(please note that the bylaws are copied from the original AFOA Constitution and Bylaw document and are numbered). For general roles and responsibilities see Appendix A.**

## **1. AFOA BC Bylaws**

### **A. Directors and Officers**

- 6.1 The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
  - (a) all laws affecting the Society,
  - (b) these by-laws, and
  - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- 6.2 No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 6.3 The number of directors shall be seven or such greater number as may be determined from time to time at a general meeting.
- 6.4 A director's term shall be for two years, provided that, at the time of election of such director, the members may resolve to set the term for one or three years.

- 6.5 At the end of their term directors shall retire from office at the Annual General Meeting when their successors shall be elected, however, such retiring directors are eligible for re-election at the Annual General Meeting.
- 6.6 If no successor is elected the person previously elected or appointed continues to hold office.
- 6.7 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- 6.8 A director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election at the meeting.
- 6.9 If a director resigns his office or otherwise has ceased to hold office, the remaining directors shall appoint a member to take the place of the former director.
- 6.10 The officers of the Society, which shall include the president, two vice presidents, secretary, treasurer, and such other officers as the Board may determine from time to time, shall be appointed by resolution of the board at the first meeting of the Board following every Annual General Meeting.
- 6.11 The officers of the Society shall remain in office for one year or until such time as their successors are appointed by the Board.
- 6.12 Vacancies in any appointed office shall be filled by the Board from among its board members for the balance of the term thereof.
- 6.13 Any officer may resign at will or may be removed from office by resolution of at least two-third of the board.
- 6.14 No act or proceeding of the directors is invalid only be reason of there being less than the prescribed number of directors in the office.
- 6.15 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of the office.
- 6.16 A director may be remunerated for being or acting as a director if the remuneration is fixed by a resolution of members at a general meeting and a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

## **Board Honorarium**

The following motions for board honorarium was made at the **July 23, 2011** board meeting:

**Motion:** Board of Directors will receive \$300 per day honorarium for full attendance at duly convened board meetings and apply to the meeting date and one day travel. This policy will also apply to board members participation in established committees of AFOA BC. If a Board member participates by conference call and participates in the full meeting, that Board member will receive the honorarium for the meeting day only.

Moved: Sue Wood

Seconded: Trevor Morrison

Result: Motion Carried

Please note that no honoraria will be provided for board members that can only attend part of the meeting, arrive late or leave early.

**Motion:** Regarding conference calls, these are only meant for calls of short duration and there will be no honorarium provided to participants.

Moved: Sue Wood

Seconded: Trevor Morrison

Result: Motion Carried

**Motion:** Special meetings attended on behalf of AFOA BC requires approval from the President and General Manager. The rate will be the same rate as the current honorarium rate paid for regular Board meetings (Boar Minutes on January 26, 2010). This policy will also apply to AFOA BC Board Member representatives on the AFOA Canada board and committees, unless otherwise provided.

Moved: Trevor Morrison

Seconded: Sue Wood

Result: Motion Carried

## **Board Participation in Training Conferences and Workshops**

Board members are called upon from time to time to provide workshops at conferences and community based events. The member will submit a written request to conduct the workshop and include a detailed budget. Approval for such events will be made by the President and General Manager. Payment will be based on the current rate of AFOA BC workshop presenters.

## **B. Proceeding of Directors Bylaws**

- 7.1 The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2 A quorum is four (4) directors for the transaction of business.
- 7.3 The president shall be chairman of all meetings of the directors, but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their numbers to be chairman at the meeting.
- 7.4 A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 7.5 The directors may delegate any but not all of their powers to committees consisting of such director or directors as they think fit.
- 7.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 7.7 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting.
- 7.8 The members of a committee may meet and adjourn as they think proper.
- 7.9 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to file notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.
- 7.10 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of directors shall be sent to that director, and
- b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

7.11 Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

7.12 In case of an equality of votes the chairman does not have a second or casting vote.

7.13 A resolution proposed at a meeting of directors or committee of directors shall be seconded and the chairman of a meeting may move or propose a resolution.

7.14 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

### **C. Duties of Officers Bylaws**

8.1 The president shall preside at all meetings of the Society and of the directors.

8.2 The president is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

8.3 One of the vice-president's chosen by the directors shall carry out the duties of the president during his or her absence.

8.4 The secretary shall

- a) conduct the correspondence of the Society,
- b) issue notices of meetings of the Society and directors,
- c) keep minutes of all meetings of the Society and directors,
- d) have custody of all records and documents of the Society except those required to be kept by the treasurer,
- e) have custody of the common seal of the society, and
- f) maintain the register of members.

8.5 The treasurer shall

- a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and
  - b) render financial statements to the directors, members and others when required.
- 8.6 The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- 8.7 When a secretary-treasurer holds office the total number of directors shall not be less than five or such greater number as may have been determined pursuant to by-law 6.4
- 8.8 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

### **Proceeding of Directors Bylaw Policies**

Board members are required to confirm with the General Manager their attendance at the month board meeting at least 8 days in advance by e-mail or fax. Whereas there is a lack of quorum 8 days in advance, the General Manager will issue notice to cancel the board meeting eight days in advance (Nov. 4, 2000 Board Minutes)

## **2. AFOA BC Board of Director Policies**

### **A. Directors Roles and Responsibilities**

- develop and propose policies regarding First Nations financial management
- review and evaluate national financial management policies that impact on regional policies for First Nations communities
- arrange for special committees or working groups that can deal with specific issues related to First Nations financial management
- participate in federal, provincial, private sector and First Nations committees related to issues of importance to First Nations financial management
- meet a minimum of 6 times a year
- nominate members to standing and special committees related to AFOA BC

- nominate a representative to AFOA Canada board of directors
- access and provide resources for and manage an operation office designed to give administrative and technical support for AFOA BC.
- AFOA BC President is required to be of Indigenous ancestry (October 2, 2017 Board Minutes)
- Officer positions for the Board of Directors for AFOA BC will be done by secret ballot (October 2, 2017 Board Minutes)

## **B. AFOA BC Committee General Policies**

- The AFOA BC will have four committees consisting of an Education, Band Administration , Self-Sufficiency and Technical Advisory Group (as per agreement on 24.01.09)
- Terms of Reference and guiding principles for each committee will be approved and review annually by the directors
- Each committee will submit an annual budget and workplan for approval by the directors.
- AFOA BC directors will appoint members to each committee and will ensure a fair and equitable distribution of work and responsibilities among the full board of directors.
- The general size of each committee will be 5 members but can be adjusted by the directors if found necessary
- The officers of the board will chair the committees and be the main contact and spokesperson for the committees business. The committees will each develop a work plan and appropriate budget for the year for submission to the board of directors.
- Each committee will nominate a member to record business and recommendations that will be brought forward to the board of directors
- Committee members are eligible for a wage replacement of up to \$300 per day (December 1, 2010 board minutes)

## **Appendix A**

### **Serving on the AFOA BC Board of Directors**

#### **Healthy, Prosperous Aboriginal Communities**

Healthy, prosperous Aboriginal communities rely on effective leadership, solid economic foundations and a strong sense of community pride. This is the premise upon which the Aboriginal Financial Officers Association of BC (AFOA BC) was founded in 1996.

#### **We Are You!**

AFOA BC is about people helping people. We support the dedicated individuals working in the fields of Aboriginal finance, administration and governance. By providing the highest quality training and professional development, offering the latest tools and resources, and lobbying for our members' needs, we work toward a vision of social, economic, and cultural prosperity for all Aboriginal people in BC.

#### **Our Vision:**

Social, Economic, and Cultural prosperity for all Aboriginal people and communities in BC.

#### **Board Member Activities:**

##### **Attending Board Meetings (3 one day meetings not linked to conferences)**

We meet as a board face to face approximately eight times per year. Four of these meetings are linked to our conferences. In addition to the face to face meetings we are available for periodic conference calls. One of the meetings is usually a board retreat where we involve ourselves with a cultural event for one day and meet for the second day. This meeting is usually held in July or August. One of our meetings is usually held at the AFOA Canada conference. This meeting is usually a full day, the morning as the AFOA BC Board and the afternoon as a joint board meeting with the other Chapters in Canada and the National Board.

##### **Attending Conferences (4 events at 3 days each)**

Board members are expected to attend the four AFOA BC conferences per year serving as workshop moderators, opening and closing the conferences. There is no charge for registration for the AFOA BC conferences for board members and registration to the National Conference is at a reduced rate and paid by AFOA BC.

## **Committees of AFOA BC:**

### **Technical Advisory Group**

This committee meets approximately twice per year for about a half day. It is chaired by a board member of AFOA BC and usually has at least one other board member participating. There has been some discussion that would schedule this committee meeting around our December and June conferences. The committee is made up of two representatives from AFOA BC, two senior representatives from AANDC, public practice advisors from the Chartered Professional Accountants Association, senior auditors from some of the national public accounting firms, a representative from the First Nations Financial Management Board, and individuals working as Finance Managers or Band Managers.

### **Advisory Council to AFOA BC**

There is one board member representative to this committee which meets twice per year, the meetings linked to our March and September conferences. This is usually a half day meeting and is chaired by a member of AFOA BC who is not a board member.

### **Education Committee**

This committee meets approximately two times per year and is chaired by a board member of AFOA BC. The committee evaluates our workshops and explores evolving matters related to education.

### **Self Sufficiency Committee**

This committee explores ways to manage risk through reducing reliance on various government agencies and is chaired by a board member. It meets as needed and is usually linked to the national AFOA Canada conference.

### **Board Remuneration and Expense reimbursement**

Board members receive an honorarium for attending board meetings and meetings attended at the request of the AFOA BC board. These meetings include the serving as chair or participant of the various committees. Specific approval is required for meetings other than duly called board meetings and committee meetings. Where travel is required to attend, there is one-half day honorarium of travel to and on-half day of travel from the meeting. Expenses are reimbursed as per Treasury Board federal travel policy rates.

## **AFOA BC Board of Directors Competencies:**

### **Conceptual/Innovative Thinking**

Develops, articulates and promotes creative approaches to addressing complex issues when leading projects, committees and when discussing issues tabled at the Board. Demonstrates ability to assimilate, interpret and make decisions on large volumes of complex and conflicting information across a broad range of disciplines and bodies of knowledge that relate to numerous financial and Aboriginal legislation.

**Leadership**

Demonstrates intellectual leadership in defining the future direction of the AFOA BC to contribute to sound management of the association in promoting and advancing capacity development.

**Flexibility**

Demonstrates significant flexibility, as the challenge of understanding and appreciating different and opposing viewpoints/perspectives with respect to the viability and desirability of various projects and committees is always evident.

**Impact and Influences**

Demonstrates awareness of how AFOA BC policies and decisions affect Aboriginal finance and management and their organizations in building promoting management policies, practices and processes to support and advance capacity development, must be sensitive to various stakeholder needs/agendas; and demonstrates strong persuasive abilities. Promotes the appreciation and understanding of the role of the AFOA BC in advancing Aboriginal finance and management.

**Listening, Understanding and Responding**

Interacts with a diverse set of individuals and groups; provides a clear statement of the Board's position on a broad range of issues. Demonstrates an understanding of various stakeholder positions based on accurately interpreting all forms of written and oral communication as the basis for distinguishing the specific messages being presented by communities of interest in public forums and individual discussions.

**Specific Skills, Knowledge and Experience**

Has sufficient knowledge of the federal government, provincial and territorial governments to promote and advance AFOA BC's strategic direction and operational goals. Possesses a general understanding of banking, investment and debt management, accounting and financial planning and management. Has appropriate education, certification and or professional credentials.

**Representation**

Establishes strategic linkages with First Nations, governments and associations, federal, provincial, territorial and municipal governments, academia and the private sector to promote the understanding and acceptance of the strategic objectives and operational goals of the AFOA BC

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