



**CONSTITUTION & BY-LAWS**  
**AFRICAN-CANADIAN RESOURCE NETWORK**  
**SASKATCHEWAN INC.**

**APPROVED**  
October 31, 2015

Prepared September 21, 2015  
First Revision: September 28, 2015  
Most Recent Revision: October 31, 2015 (General Members' Meeting)

**AFRICAN-CANADIAN RESOURCE NETWORK  
SASKATCHEWAN INC.**

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

---

**TABLE OF CONTENTS**

TABLE OF CONTENTS .....	2
ARTICLE 1 .....	4
NAME .....	4
ARTICLE 2 .....	4
GENERAL.....	4
ARTICLE 3 .....	5
DEFINITION AND INTERPRETATION.....	5
ARTICLE 4 .....	5
MEMBERSHIP .....	5
ARTICLE 5 .....	6
MEMBERSHIP FEES .....	6
ARTICLE 6 .....	6
MEMBERSHIP OBLIGATIONS .....	6
ARTICLE 7 .....	6
PROCEDURE FOR GRANTING MEMBERSHIP .....	6
ARTICLE 8 .....	7
LOSS OF MEMBERSHIP.....	7
ARTICLE 9 .....	7
MEMBERSHIP MEETINGS: ANNUAL GENERAL MEETINGS.....	7
MEMBERSHIP MEETINGS: SPECIAL MEETINGS.....	8
ARTICLE 10.....	9
BOARD OF DIRECTORS .....	9
ELECTION .....	10
ARTICLE 11.....	13
OFFICERS .....	13

**AFRICAN-CANADIAN RESOURCE NETWORK  
SASKATCHEWAN INC.**

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

ARTICLE 12.....	14
COMMITTEES.....	14
ARTICLE 13.....	15
PROTECTION OF DIRECTORS AND OFFICERS .....	15
ARTICLE 14.....	16
BOOKS AND RECORDS .....	16
ARTICLE 15.....	16
AUDIT.....	16
ARTICLE 16.....	16
FISCAL YEAR .....	16
ARTICLE 17.....	16
DISSOLUTION .....	16
ARTICLE 18.....	17
BYLAW AMENDMENTS .....	17
ARTICLE 19.....	17
PARLIAMENTARY AUTHORITY .....	17

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

---

## ARTICLE 1

### NAME

The name of the Organization shall be the African-Canadian Resource Network Saskatchewan Inc. herein after called “ACRN” or the “Corporation”.

## ARTICLE 2

### GENERAL

**2.1** The Corporation is a non-profit, charitable, non-partisan and non-religious organization.

**2.2** Our objective is to build the African-Canadian Community in Saskatchewan by providing tools, connections and opportunities that strengthen and grow our capacity for individual and collective success. We will support capacity development accessible to all members of the African Canadian Community in Saskatchewan through a variety of means, including:

- a. Coordinating community connection and collaboration;
- b. Encouraging and initiating relevant research;
- c. Advocating;
- d. Serving as an information resource and referral agency/hub; and
- e. Cultivate and nurture leadership capacity development at the individual and community levels.

**2.3 Vision** - A united African-Canadian Community that adds value and is recognized as contributing to the social, economic, political and cultural development of Saskatchewan.

**2.4 Mission** - To enhance the well-being of the *African-Canadian community\** and Saskatchewan by:

- Initiating and supporting opportunities to engage all members of the African-Canadian community; and
- Identifying individual and community strength and barriers to full social, economic, cultural and political participation.

*\*The African-Canadian community in Saskatchewan is comprised of a diversity of individuals and communities including people immigrating from the African continent, the Carribean, African North America communities and others; residents of Regina, Sasaktoon and other centres in Saskatchewan; males, females and other differences.*

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

## 2.5 Values -

- a. **Unity:** We recognize and respect the diversity in individuals and communities and strive to bring out the best in one another.
- b. **Collaboration:** We recognize and leverage the diversity of individual and community strengths to achieve results.
- c. **Professionalism:** We are transparent, accountable and results-oriented in all our operations.
- d. **Family-centered:** We acknowledge the importance of family in building individuals and communities.
- e. **Recognition and rejection of racism:** We recognize the negative impact of racism and all forms of discrimination. We are committed to achieving equitable outcomes for African-Canadians that benefit Saskatchewan.

2.6 The service of the organization shall not be refused on the basis of age, disability, ethnicity, religion, race, colour, creed, nationality, gender or sexual orientation.

## ARTICLE 3

### DEFINITION AND INTERPRETATION

In these Bylaws:

3.1 “Board” shall mean the Board of Directors.

3.2 “Director” means a person who has been elected to the office of Director in accordance with this by-law or appointed to fill a vacancy.

3.3 “Member” shall mean a member of ACRN as described in Article 4.

3.4 “Act” shall mean the Saskatchewan Non-Profit Corporation Act as amended, or substituted.

## ARTICLE 4

### MEMBERSHIP

4.1 **Regular Individual Membership** - Any individual, Adult (18 years of age and older) and Youth (under 18 years of age), other than an employee of the Corporation, who is of African-Canadian heritage, who supports the aims and

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

objectives of the Corporation, and abides by its Constitution and Bylaws is eligible to become a member of ACRN upon paying the prescribed fees.

**4.2 Associate Individual Membership** - Any individual 18 and older who supports the aims and objectives of the Corporation, and abides by its Constitution and Bylaws is eligible to become a non-voting member of ACRN upon paying the prescribed fees.

**4.3 Organizational Membership** - Any non-profit, non-political and non-religious organization which supports the aims and objectives of ACRN and abides by its Constitution and Bylaws, may be eligible for membership. Organizations may hold either regular or associate membership.

## ARTICLE 5

### MEMBERSHIP FEES

#### 5.1 Fees -

- a. The Board of Directors shall set the annual fees of ACRN members.
- b. Notification of any membership fee change shall be given to each Member at least thirty (30) days in advance of ACRN's Annual General Meeting.

## ARTICLE 6

### MEMBERSHIP OBLIGATIONS

**6.2 Membership Obligations** - Acceptance of membership in ACRN shall bind the member to abide by these Bylaws.

## ARTICLE 7

### PROCEDURE FOR GRANTING MEMBERSHIP

**7.1** Every application for membership shall be submitted upon the form prescribed by the organization along with the annual membership fees. The membership fee shall relate to the fiscal year in which it was received.

**7.2** The Executive Director shall review the application and determine the response.

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

**7.3** The fees shall be returned if an application is rejected.

**7.4** Any applicant whose application is denied may submit a written appeal to the Board of Directors.

## ARTICLE 8

### LOSS OF MEMBERSHIP

**8.1 Suspension or Termination of Membership** - Upon a three-quarter (3/4) vote at an Annual General Meeting, of which prior notice of forty-five (45) days has been given, Membership of any Individual Member or Organizational Member may be suspended or terminated for:

- a. breaching the provisions of these by-laws regarding conflict of interest
- b. breaching confidentiality related to the Corporation's business
- c. engaging in behaviour which is harmful to the welfare or the best interests of the Corporation
- d. conduct which is detrimental to the operation and reputation of the organization. This includes both direct and indirect activities counter to the interests and objectives of the organization. Indirect action implies, among others, unlawful activities such as fraud and criminal activities which might cause damage to the organization and bring it to disrepute.
- e. Non-payment of the membership fee after ninety (90) days of the Annual General Meeting (AGM)

**8.2 Resignation of Membership** - A member may also terminate membership by delivering a written resignation to ACRN.

**8.3 Reinstating of Membership** - With the exceptions of Article 8.1e and reasonable cases of Article 8.2, terminated members shall not be eligible for reinstatement of membership.

## ARTICLE 9

### MEMBERSHIP MEETINGS: ANNUAL GENERAL MEETINGS

**9.1 Quorum of Members Meetings** - A quorum for any meeting of the members shall consist of ACRN members present.

**9.2 Annual Meeting** - There shall be an annual meeting of the membership, which shall not be later than four (4) months from the fiscal year end.

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

## 9.3 Notice of Annual Meetings -

- a. Annual Meetings of the membership shall be convened on at least twenty-one (21) days' Notice to each member of ACRN.
- b. Notice of the Meeting shall be served by email or mail.
- c. Notice of the time and place of a meeting of Members shall be sent in advance to:
  - I. each Member entitled to vote at the meeting; and
  - II. the auditor of the Corporation.

## 9.4 Purpose of Annual Meeting

The purpose of the annual meeting shall be to:

- a. receive reports on the work of ACRN during the preceding year and on plans for the upcoming year,
- b. elect the Board of Directors,
- c. receive the auditor's report
- d. appoint the auditor, and
- e. transact all other business appropriately brought before the Meeting.

## MEMBERSHIP MEETINGS: SPECIAL MEETINGS

**9.5 Quorum of Special Members Meetings** - A quorum for any meeting of the members shall consist of one-third of the ACRN members.

## 9.6 Special Meetings of Members -

- a. Special meetings of the General Membership may be called at any time by a decision of the Board or upon request in writing of one-third of voting members in accordance with the Notice provisions in Article 10.7.
- b. Such meetings shall be called within 30 calendar days after the receipt of the request.

## 9.7 Notice of Special Meetings -

- a. Special Meetings of the membership shall be convened on at least ten (10) days' Notice to each member of ACRN.
- b. Notice of the Meeting shall be served by email or mail.



# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

- c. Notice of the time and place of a meeting of Members shall be sent in advance to:
  - I. each Member entitled to vote at the meeting;
  - II. each Director; and
  - III. the auditor of the Corporation.
- a. Notice package should include date, place, time and agenda for the Special Meeting

**9.8 Place of Members Meetings** - Annual General Meetings and Special Meetings shall be held at a place within the Province of Saskatchewan

## **9.9 Voting at Members Meeting** -

- a. Members eligible to vote shall at all meetings of members be entitled to one (1) vote.
- b. Organizations eligible to vote shall at all meetings of members be entitled to two (2) votes.
- c. All motions arising at Annual General Meetings and Special Meetings of the members shall be decided by a majority of votes.
- d. Any constitutional changes, including amendment to the Bylaws, shall be decided by two-thirds majority votes of members present.
- e. There shall be no voting by proxy.

## **ARTICLE 10**

### **BOARD OF DIRECTORS**

#### **10.1 The Board**

- a. The Board has the authority to ensure that ACRN achieves its vision and mission; to oversee ACRN's organizational and financial health so that it may continue to fulfil its vision and mission; to create and implement policies in support of this responsibility; to delegate decision-making authority to staff and/or committees, as long as appropriate accountability processes are established; and to direct, influence and monitor the business of the Corporation.

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

- b. The elected Board of Directors of the Corporation shall consist of the Chair, Vice Chair, Secretary, Treasurer, Past Chair and a maximum of six Directors at large. In all, the Board shall be composed of a minimum of 3 and a maximum of 11 Directors.
- c. The Past Chair shall be an ex-officio member of the Board with full voting rights for up to two terms immediately following the completion of his/her term as Chair, or until the term of the current Chair is completed.

## 10.1.1 Duties of Directors

- a. Be responsible for the implementation of policies of the Corporation.
- b. Enforce all bylaws and regulations relating to the administration of ACRN.

## ELECTION

### 10.2 Appointment and Term

- a. Directors shall be elected to a term of office of two (2) years at the AGM, or appointed to fill a vacancy in accordance with these Bylaws.
- b. If new Directors are not elected, the Directors then in office shall continue in office until their successors are duly elected.
- c. Directors shall be elected to no more than two (2) consecutive terms of the Board, to a maximum of four (4) years. After a minimum two year absence, a past board member is eligible to run again.
- d. Directors who are appointed to fill a vacancy, must stand for election at the next AGM held after their appointment.

### 10.3 Eligibility

- a. A Director elected to the ACRN Board shall:
  - i. Be an individual of at least 18 years of age;
  - ii. Be a member in good standing of ACRN;
  - iii. Be representative of ACRN's diversity;
  - iv. Not have been an employee of ACRN for at least two (2) years prior to the date of election or appointment to the Board;

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

- v. Be required to perform work and services for ACRN in accordance with the Corporations Act, and ACRN principles and Bylaws;
- vi. Not be bankrupt nor a person of unsound mind who has been found so by a court in Canada or elsewhere.
- vii. Be committed to attending board and committee meetings
- viii. Possess knowledge of non-profit organizations and community issues

## 10.3 Election and Call for Nominations

- a. The Board, with assistance from its Nominations Committee, will call, prepare for and conduct elections of the new Directors.
- b. Candidates who receive the largest plurality of votes shall be declared elected.
- c. If there is an insufficient number of acceptable nominees at the time of the AGM, the Board may appoint directors from the membership to serve until the next general meeting.

**10.4 Vacancies** - If a position of Director becomes vacant, the Board may appoint a replacement from the membership to serve until the next AGM.

**10.5 Operation of Board during Vacancies** - Whenever a vacancy occurs on the Board of Directors, the remaining directors, so long as there is a minimum of three (3), shall continue to exercise the powers vested in it under the by-laws and the Corporations Act.

## 10.5 Removal of Directors

- a. A Director may be removed from office by the Board by the vote of a simple majority of fifty percent (50%) + 1.
- b. A Director may also be removed at a Member's meeting by a vote of two-thirds majority of the Members present and entitled to vote.
- c. In both cases, prior written notice of the intention do so, with written reasons, must be given to the Director concerned 14 days in advance of the meeting. The Director in question will be afforded an opportunity to respond at the meeting in question.
- d. Criteria for the removal of Directors may consist of, but is not limited to:

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

---

- i. Suspension or termination of membership under the terms of Section 8.1
  - ii. Missing three (3) consecutive meetings without extenuating reasons or 50% of all board meetings annually
  - iii. Failure to take on an active role outside of Board meetings;
  - iv. Behaviour that is inconsistent with ACRN's mandate and principles.
  - v. Non Adherence to the Conflict of Interest Policy, Confidentiality Policy, and Best Practices of ACRN;
  - vi. An order being made declaring a Director to be bankrupt, mentally incompetent or incapable of managing her affairs and ceases to qualify as set out in Section 10.3;
  - vii. Resignation of a Director by notice in writing to the Corporation, which resignation will take effect on the date the resignation is tendered, and such later date as may be set out in the resignation.
- e. In order to be reinstated, the Board must vote in favour of reinstatement by a majority vote of the sitting Directors at the meeting following the Director's removal.

**10.6 Quorum** - A majority, fifty percent (50%) + 1, of the Board of Directors shall constitute a quorum at any meeting of the Board.

**10.7 Decision-making** - Unless otherwise provided, all questions arising at any meetings of the Board of Directors shall be decided by a majority (50% +1) of the Board members present at the meeting.

**10.8 Remuneration** - The Board of Directors shall serve without compensation. However, reasonable expenses incurred by any Board member in the performance of the Board's duty may be paid.

**10.9 Board of Directors Meetings** -

- a. All Directors are required to attend Board meetings.
- b. At least 4 meetings of the ACRN Board of Directors shall be held annually. These meetings may be held in-person, or by conference call, or by video-conference. The method for each meeting shall be determined by the Board of Directors. At least 2 meetings per year shall be held in-person.
- c. Notice of the time and place of every meeting so called shall be given to each Director not less than one (1) week before the time when the meeting is held.

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

**10.10 Special Meetings** - Special Meetings of the Board may be called by the Chair or by the Secretary upon request of any three (3) Directors or written request of three (3) Members. Notice must be given as per Section 9.7.

**10.11 Declaration of Interest** - It shall be the duty of every Director of the Corporation who is or may be in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such possible conflict of interest

## ARTICLE 11

### OFFICERS

**11.1 Term of Office** - At the first meeting of the board after each election of directors or whenever a vacancy on the board occurs, the board shall elect its officers from among its members.

**11.2 Terms** - Officers shall hold office once elected for a term up to 2 years, subject to the requirements of the Act and of these Bylaws.

**11.3 Board Elected Officers** - The Board of Directors shall elect a Chair, Vice Chair, Secretary and Treasurer.

#### 11.3.1 Chair

The Chair shall:

- a. Call all meetings of the general membership and Board of Directors
- b. Preside at all meetings of the general membership and Board of Directors
- c. Be an ex-officio member of all Board committees
- d. Act as a spokesperson for the Corporation.

#### 11.3.2 Vice Chair

The Vice Chair shall be vested with all powers and shall perform all the duties of the Chair in the absence of, or as assigned by, the Chair.

#### 11.3.4 Secretary

The Secretary shall:

- a. Ensure that a full and accurate record of all proceedings at all meetings of the Membership and Board is kept.

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

- b. Ensure that a record of all Board communications and correspondence is kept.
- c. Ensure that notices of Board and membership meetings are prepared and issued.
- d. Fulfill such other duties as may be assigned from time to time by the Board of Directors or General Meeting.
- e. In consultation with the President, the Secretary has the power to assign any portion of his/her duties to the Executive Director.

## **11.3.4 Treasurer**

The Treasurer shall:

- a. Ensure that accurate records for all financial transactions of the Corporation are kept.
- b. Ensure that financial statements are prepared in a timely manner.
- c. Ensure that all cheques drawn by the Corporation shall be signed by two of the following: President, Vice President, Treasurer or Executive Director.
- d. Ensure that the annual return is prepared and filed under the Non-Profit Corporation Act within the prescribed deadline.
- e. In consultation with the President, the Treasurer has the authority to assign any portion of his/her duties to the Executive Director.

## **11.3.5 Executive Director**

- a. The Executive Director is employed by the Board of Directors and is an Officer of the Corporation with a voice but no vote at the meetings of the Board of Directors.
- b. He/she has authority for the overall management, personnel and finances of the Corporation pursuant to Board established policies.

# **ARTICLE 12**

## **COMMITTEES**

**12.1 Committees** - In order to assist the board in managing the affairs of ACRN, the board may from time to time constitute one or more committees to advise and make recommendations to the board.

# AFRICAN-CANADIAN RESOURCE NETWORK SASKATCHEWAN INC.

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

## 12.2 Committee Structure

- a. There shall be at least one member of the Board of Directors on each Committee.
- b. The Committee shall develop a terms of reference for approval by the board. The goals and objectives of the Committees must be in accordance with the general goals and objectives of ACRN.
- c. The Committees shall provide their recommendations to the Board at each regular Board meeting or as determined by a board approved terms of reference.
- d. Each committee is to be chaired by a member of the Board.
- e. The Chair is a member of all committees.
- f. The Executive Director shall be an ex-officio member of all Board committees.

## ARTICLE 13

### PROTECTION OF DIRECTORS AND OFFICERS

#### 13.1 Liability

- a. The Directors of the organization are indemnified and saved harmless out of the funds for the organization except for such costs, charges or expenses as are occasioned by the Director's own wilful neglect or default.
- b. No committee shall incur any liability to the Corporation without prior authorization through a motion passed by a majority vote of the Board.

**13.2 Purchase of liability insurance** - ACRN shall purchase and maintain insurance for its directors and officers of the Corporation against any liability incurred by a director or officer, in their capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the corporation.

**AFRICAN-CANADIAN RESOURCE NETWORK  
SASKATCHEWAN INC.**

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

**ARTICLE 14**

**BOOKS AND RECORDS**

**14.1 Maintenance of Books & Records** - The Board of Directors shall ensure that all necessary books and records of ACRN required by the bylaws of ACRN or by any applicable statute or law are regularly and properly kept.

**14.2 Location of Books & Records** - All Documents and records, relating to the operations of the organization, such as contract, financial documents, client case files will be permanently housed at the Head Office of ACRN and kept in safe and confidential manner.

**ARTICLE 15**

**AUDIT**

**15.1 Audit**

- a. The books of the Corporation shall be audited annually and the Auditor's Report on ACRN's financial affairs shall be presented at the Annual General Meeting.
- b. At the Annual General Meeting, an independent auditor shall be selected by the representatives present to audit the financial affairs of the Corporation for the current fiscal year. The auditor shall be directed to prepare an audit report to be presented at the next AGM.

**ARTICLE 16**

**FISCAL YEAR**

**16.1 Fiscal Year** -The fiscal year shall be January 1 to December 31.

**ARTICLE 17**

**DISSOLUTION**

**17.1 Dissolution** - Upon the dissolution of the Corporation, assets shall be dispersed pursuant to The Non-Profit Corporation Act.



**AFRICAN-CANADIAN RESOURCE NETWORK  
SASKATCHEWAN INC.**

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

**ARTICLE 18**

**BYLAW AMENDMENTS**

**18.1 Bylaw Amendments** - Constitution and Bylaws of the Corporation shall not be rescinded, altered or added to unless such proposed amendments have first been presented in writing to all Members at least twenty-one (21) days before the Annual General Meeting. The proposed amendments must be passed by majority vote of the members present and voting at the Annual General Meeting.

**ARTICLE 19**

**PARLIAMENTARY AUTHORITY**

**19.1 Parliamentary Authority** - Robert's Rules of Order, newly revised, shall apply to all questions of procedure not specified in these Bylaws.

**AFRICAN-CANADIAN RESOURCE NETWORK  
SASKATCHEWAN INC.**

---

320A-2505 11th Avenue, Regina, SK, CANADA S4P 0K6 | Phone: 1-306-359-8227

<b>Title</b>	<b>Name</b>	<b>Signature</b>	<b>Date</b>
Chair, Board of Directors	Meka Okochi		October 31, 2015
Secretary, Board of Directors	Lori Latta		October 31, 2015
Treasurer, Board of Directors	Ercoph Bongomin		October 31, 2015
Executive Director	N/A		
Approved by the Membership			October 31, 2015