

BLG.2022.05 Title: Council Members



Type: By-Law

Authority: Council

Resolution No.: [NIKLA AGM 2022-05]

Associated Documents: • [Canada Not-for-profit Corporations Act S.C. 2009, c.23](#)

BLG.2022.05.1 Election and Term for Executive Members of Council

1. As outlined in the articles, members will elect a Chair, Vice Chair, Treasurer, and Council Secretary. Together, along with the Past Chair, these four positions form the Executive.
2. The terms for each Executive position shall last for three years, or as needed, until the 3rd annual Gathering of Members after they have been elected. Candidates will be selected from among the Individual members.
3. If a staff member, such as an Executive Director (ED), is appointed by the Council to serve as Secretary or Treasurer when those elected Council positions are not otherwise filled, the staff member will not have a vote but will be expected to participate in Executive Meetings as necessary.

BLG.2022.05.2 Election, Appointment, and Term for Non-Executive Directors

1. The Council will review all Communities on an annual basis. Inactive Communities will be placed on hiatus.
2. An Elder will be appointed by the Council as an advisor to the Council, holding a seat on the Council and having the right to vote.
3. A new position of Student Representative will be appointed to the Council by Individual members who are currently enrolled students. If there are no nominations for this position, any Student member appointed by the Council may fill the vacant position to serve on the Council.
4. Additionally, one representative from an Institution or Organization will be elected to serve as a Member at Large on the Council. If there are no nominations for this position, any Institutional member appointed by the Council may fill the vacant position to serve on the Council.
5. The following positions have two-year terms, held until the second Annual Gathering of Members after election or appointment: non-executive Members-at-Large, Elder, and Student Representative. If any position remains vacant after the Annual Gathering of Members, the Council may appoint a member to fill that position until the next Annual Gathering of Members.

BLG.2022.05.3 Members of the Council

1. The Council will consist of a maximum of thirteen members. If the organization needs to increase

this number, both the Articles of Amendment and the bylaws must be updated.

2. **Council Member positions are:**
 - a. Chair [Executive]
 - b. Vice Chair [Executive]
 - c. Past Chair [Executive]
 - d. Council Secretary [Executive]
 - e. Treasurer [Executive]
 - f. Elder (Advisor to the Council)
 - g. Student Representative (elected by Student members)
 - h. Member at Large
 - i. Member at Large
 - j. Member at Large
 - k. Member at Large [Organization or Institution]

BLG.2022.05.4 Adding and Removing Seats of Members of Council

From time to time, the Council may recommend the addition or the removal of Council Members. These changes can only take place at members' meetings with proper advance notice. The number of Council Members must never exceed thirteen (13) unless the membership passes a resolution to reflect this change. This By-law and the Articles of Amendment must also be updated.

BLG.2022.05.5 Duties and Responsibilities of Members of Council

1. The Executive and Council members have specific duties and powers listed below. The Council may modify any of these roles, provided that the changes comply with the Act.

- a. **Chair of Council** – The Council will have an elected Chair. The Chair will perform any duties and exercise any powers that the Council determines.
- b. **Vice-Chair of the Council**—The Vice Chair supports the Chair, providing advice on Council governance at the request of the Chair and Council and undertaking specific assignments. They will assume the Chair's role during any emergency absence of the Chair until the Chair returns. The Vice Chair will undertake other tasks and leadership roles as assigned by the Chair or Council, including overseeing communications with Members and liaising with Projects, Communities, and Working Groups. The Vice-Chair will not automatically become Chair at the end of their respective terms.
- c. **Past Chair** – The immediate past Chair of the Council will serve as Past Chair, or if that individual is unable or unwilling to serve, the next most recent past Chair will be appointed. The Past Chair will provide guidance to the current Chair, participate in Council orientation for returning and new members, contribute to ongoing Council member training, mentor new Council members and volunteers, mentor Chair succession candidates, and complete other tasks as assigned by the Chair or Council. The Past Chair will also become Chair of the Editorial Board for NIKLA-ANCLA's Journal.
- d. **Secretary** – The Secretary will attend and serve as secretary for all meetings of the Council, its Communities, and other Council committees. The Secretary will record or ensure the recording of minutes for all proceedings at these meetings in NIKLA-ANKLA's permanent records. When instructed, the Secretary will provide or arrange for notices to be sent to the membership, Council Members, the public accountant, Working Group and Community members. The Secretary will be responsible for all books, papers, records, documents, digital content, and other instruments belonging to the organization.

- o Any committee, Community, or Working Group may appoint a note-taker to record minutes for their meetings. These minutes must be provided to the Council Secretary for inclusion in the organization's permanent records. The Council may hire a recording secretary or appoint someone from the attendees to take minutes for specific meetings. In all cases, the Secretary remains responsible for the organization's records management.
- e. **Treasurer** - The Treasurer will have the powers and duties as determined by the Council. The Treasurer will provide a formal financial report to members at member meetings and will report to Council Members, as scheduled, about the organization's financial standing. The Treasurer will be responsible for working with any auditors or, if there are no auditors, for preparing a report in place of an audit for the Council and its members.
- 3. The Council may, from time to time and subject to the Act, change, add to, or limit the powers and duties of the Executive.
- 4. The powers and duties of all other Council Members shall be such as the terms of their engagement call for, or the Council requires of them.

BLG.2022.05.6 Attendance of Council Members

1. Council Members are expected to attend all Council meetings and, as appropriate, any Community or Working Group meetings in which they participate or have a designated role.
2. Council members who cannot attend a Council meeting must notify the Secretary or Chair at least 24 hours in advance, except in cases of emergency.
3. Any Council member who misses three meetings within a year will be removed from the Council, and their position will be declared vacant.

BLG.2022.05.7 Vacancy of Council Members

1. When a Council Member's term has expired, or if they resign or are removed from the Council, the Council will work to fill the vacant position.
2. The Council may fill vacant positions through appointment. Appointed Council Members hold all the rights and responsibilities of elected Council Members until the next Annual Gathering of Members, when an election will be held for that position.

BLG.2022.05.8 Review Cycle

This By-law will be reviewed annually.

Original Approval: 2022-02-01
Amended: 2025-06-16