

**BLG.2022.05****Title: Directors****Type:** By-Law**Authority:** Board**Resolution No.:** NIKLA AGM 2022-005**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. Subject to the articles, the members will elect the Lead, Treasurer and Council Secretary, known as the Executive at the time of incorporation. This term shall last until the 3<sup>rd</sup> annual Gathering of Members (three years).
2. A Co-Lead will be elected from the Class A members at the first Gathering of Members and shall serve a term of two years.
3. Every third year, or as required, an election shall occur for the Executive members, and shall be selected from the Class A membership. A term shall last for three years.

**BLG.2022.05.2****Election and Term for Inaugural Community Chairs**

1. At the first member meeting, one (1) Class A member shall be elected to represent the Community(s) membership as a Community Chairs. This Community Chair shall also have a seat on Council.
2. Additionally, two Class B members shall be elected to fill the two At Large members. If an Organizational and Institutional representative are available, the positions will be filled by one of each member. If one of these positions does not have a nomination, any Class B member may fill the remaining position. These two representatives shall have a seat on Council.
3. The term for all non-executive Director positions shall be two (2) years and be held until the Gathering of Members.
4. Any vacant position as of the end of the Annual Gathering of Members shall be appointed for the balance of the one year by the Council.

**BLG.2022.05.3****Election and Term for Community Chairs**

1. At each Gathering, following the inaugural meeting of members, elections for Community Chairs and Council shall occur for any open seats.
2. One (1) Class A member shall be elected by their Community membership to serve as Community Chairs for a period of two (2) years.
  - a. This name will be put forward by the Community at the Gathering for appointment.
  - b. Should no member be selected by the Community, nominations will be taken at the Gathering and an election shall occur with any members present (and proxies) able to vote.
3. Two (2) Class B members shall be elected to fill the two At Large members for a period of two-years.
  - a. If an Organizational and Institutional representative are available, the positions will be filled by one of each member.

- b. If one of these positions does not have a nomination, any Class B member may fill the remaining position.
    - c. These two representatives shall be appointed to Council.
- 4. The term for all non-executive Director positions shall be two (2) years and be held until the Gathering of Members occurs.
- 5. Any vacancy of Community Chair or At Large Representatives announced after the Gathering notice, and therefore after the agenda has been released, will be filled
  - a. at the Gathering for a period of one year in order for the Community(s) to select a member for appointment according to the aforementioned; or
  - b. by appointment by the Council after the Gathering for a period of one year in order for the Community(s) to select a member for appointment according to the aforementioned.

#### **BLG.2022.05.4                      Members of the Council**

1. The Council shall be comprised of up to thirteen members. At any time the membership of the Council increases past this point, an Articles of Amendment is required in addition to by-law amendments.
2. The Director positions are:
  - a. Co-Lead (position #1) [Executive]
  - b. Co-Lead (position #2) [Executive]
  - c. Council Secretary [Executive]
  - d. Treasurer [Executive]
  - e. Archive Community Chair
  - f. Culture & Heritage Community Chair
  - g. Library Community Chair
  - h. Museum Community Chair
  - i. Teaching & Learning Community Chair
  - j. Member At Large [Organizational or Any Class B]
  - k. Member At Large [Institutional or Any Class B]
3. At any point, the Council may choose to cross-appoint the Secretary and/or Treasurer with other Directors, thus reducing the number of Directors.
4. Additionally, the Council may select an Elder in Residence to be an active member of the Council. This is an appointed position and would be selected by the Directors.

#### **BLG.2022.05.5                      Adding and Removing Seats of Directors**

From time to time the members or Directors may recommend that a standing committee be added, Community be split into separate communities or Communities be added or removed. This change may only occur at a members meetings, and with proper notice provided. At no time may the Directors surpass thirteen (13) without a resolution by the membership and an updating of the Not-for-Profit corporate registration.

#### **BLG.2022.05.6                      Description of Executive Members of Council**

1. Unless otherwise specified by the Council which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
  - a. **Co-Leads of Council** – The board shall have co-leads elected and each shall be a director. These co-leads shall preside and take turns chairing director meetings and the Member

Gatherings (or portions of member meetings). Minutes shall note which co-lead is chairing a meeting, or section of a meeting, and if/when one co-lead passes to the other co-lead during any meeting. The Co-Leads shall have such other duties and powers as the Council may specify.

- b. **Vice-Chair of the Board** – As there are Co-Leads of Council, there shall not be a vice-chair.
  - c. **President** – As there are Co-Leads, there shall not be a president of the corporation. Where a signature of the President is required, both Co-Leads shall complete this task.
  - d. **Secretary** – The secretary shall attend and be the secretary of all meetings of Council, its Communities and other committees of Council. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of Communities; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. Any committee, including Communities, standing or Working Committee may appoint a committee note taker to take minutes for a meeting. These minutes shall be provided to the Council Secretary for proper registry into the permanent records of the corporation. A recording secretary may be hired by the Council or appointed for a specific meeting from the attendees present. In any case, the Secretary is responsible for the records management functions of the organization.
  - e. **Treasurer** - The treasurer shall have such powers and duties as Council may specify. The treasurer shall make a formal report to the members at member meetings and reports to directors as scheduled on the financial standing of the corporation. The treasurer shall be responsible for liaising with any auditors, or in the absence of auditors, to complete a report in lieu of audit to Council and members.
  - f. **Committee Lead(s)** - The lead of each Standing Committee of Council (e.g. Communities) shall be a director. The committee lead shall have such other duties and powers as Council may specify.
2. The Executive shall consist of the four (4) elected positions of co-leads, secretary, and treasurer. This body shall have the ability to direct and conduct business between director meetings which do not require the resolution of Council. In the first year of Council and prior to the second Gathering of Members, the Executive may consist of a single Lead as the business of the organization is begun.
    - a. In the event that a Council Secretary and/or Treasurer role is held by another Director (e.g. Community Chair also cross appointed as a Secretary) that cross appointed member will sit on the executive, thus filling the role of Secretary or Treasurer.
    - b. In the event that an Executive Director (ED) is appointed by the Council as the Secretary and/or Treasurer, the shall not have a vote, but will be expected to participate in Executive Meetings. For every role that the ED is appointed to, the Council shall select from its Directors a member to sit on the Executive, therefore creating an executive of 4 voting members.
  3. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or Council requires of them. The Council may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

**BLG.2022.05.7 Attendance of Directors**

1. The Directors are expected to attend all Council meetings and each of their Community's meetings.
2. Any Director who misses three meetings in a year shall be removed from Council by declaring a Vacancy.

**BLG.2022.05.9 Vacancy of Directors**

1. When a Director of Council's term has expired, resigns, or is removed from the Council due to Clause BLG.2022.05.8 (non-attendance), the Council shall work to fill the position.
2. Any position may be filled by the Council through an appointment. This Director will have all the rights and responsibilities of a Director until the next Gathering at which time an election shall be held.

**BLG.2022.05.9 Vacancy of Officer**

1. In the absence of a written agreement to the contrary, Council may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
  - a. the officer's successor being appointed,
  - b. the officer's resignation,
  - c. such officer ceasing to be a director (if a necessary qualification of appointment) or
  - d. such officer's death.
2. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy until the next Gathering of Members occurs and an election can be scheduled.

**BLG.2022.05.10 Review Cycle**

This By-Law will be reviewed at least every three years.

Original Approval: 2022-02-01  
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