

**BYLAWS**

**OF**

***MI'KMAQ WOLASTOQIYK***  
***ASSOCIATION OF***  
***SOCIAL WORKERS INC.***

**Approved**  
**MWASW Mawiomi**  
**June 15, 2018**

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**BYLAWS OF**  
**MI'KMAQ WOLASTOQIYK**  
**ASSOCIATION OF SOCIAL WORKERS INC.**

**Article 1**  
**NAME**

- 1.1 The company shall be known by the name

**MI'KMAQ WOLASTOQIYK**  
**ASSOCIATION OF SOCIAL WORKERS INC.**

and for the purposes of these bylaws the company shall hereinafter be referred to as "the Association".

**Article 2**  
**PURPOSE**

- 2.1 The Association exists to advance the profession and practice of social work in Mi'kmaq and Wolastoqiyk communities; to support social justice in those communities; and to promote the languages, traditions, culture, history and ways of knowing, learning, healing and caring in those communities.

**Article 3**  
**OBJECTIVES**

- 3.1 In support of its purpose, the Association shall carry out activities that
- (a) Promote education, training, learning, research, evaluation and mentorship related to professional social work practice in Mi'kmaq and Wolastoqiyk communities; and
  - (b) Promote community development, social services and social justice within Mi'kmaq and Wolastoqiyk communities.
- 3.2 The Association shall not engage in any activity which would impinge on the jurisdiction of parties mandated under law to regulate the profession and practice of social work.

**Article 4**  
**MEMBERSHIP**

- 4.1 Any qualified person who supports the purpose and objectives of the Association may be considered for membership in the Association.
- 4.2 Membership may be obtained by application or invitation.
- 4.3 Membership is voluntary and is held without payment of fees or dues.
- 4.4 Membership consists of the following categories: Members and Friends.
- 4.5 A Member
  - (a) shall be an Indigenous person;
  - (b) shall possess a degree in social work obtained from a social work program accredited by the Canadian Association for Social Work Education or the Council on Social Work Education (U.S.A.);
  - (c) shall have voting privileges at all Association Mawiomis;
  - (d) shall cease to be a Member upon resignation or expulsion for just cause.
- 4.6 A Friend
  - (a) shall be a person nominated, approved and invited by Members to serve as a supporter or ally of the Association;
  - (b) shall not have voting privileges at Association Mawiomis;
  - (c) shall cease to be a Friend upon resignation or expulsion for just cause.
- 4.7 Upon resignation or expulsion, the former Member or Friend shall forfeit any and all rights and privileges of membership.
- 4.8 The Association shall maintain an enrolment list containing the names of and contact information for each Member and Friend.
- 4.9 Upon being enrolled, each Member and Friend shall be given a complete and current copy of these bylaws.

**Article 5**  
**STRUCTURE**

- 5.1 The Association shall be structured as follows: Members; Board of Directors; Committees; and Executive Director.
- 5.2 Members shall be defined as per Article 4.5 above.
- 5.3 Members shall create and maintain a Board of Directors consisting of not less than four and not more than eight Directors, all of whom shall be Members of the Association.
- 5.4 The Board of Directors shall be responsible for
  - (a) overseeing the orderly and effective operation of the Association, in accordance with the Association's purpose and objectives; and
  - (b) performance of such corporate activities as may from time to time be required of the Company by law or by the bylaws and policies of the Association.
- 5.5 The Board of Directors shall have equal numbers of Mi'kmaq Directors and Wolastoqiyk Directors.
- 5.6 The Board of Directors shall consist of the following positions:
  - (a) Two Co-Presidents, one being a Mi'kmaq Director and one being a Wolastoqiyk Director;
  - (b) Secretary;
  - (c) Treasurer;
  - (d) Four Directors-at-Large.
- 5.7 Directors shall be nominated and elected from the Association's Members at the Association's Annual Mawiomi.
- 5.8 The term of office of a Director shall be from the Annual Mawiomi until the following Annual Mawiomi.
- 5.9 The Co-Presidents shall call and preside at all meetings of the Board of Directors, including Annual Mawiomi, and shall carry out other such duties as usually pertain to this position.
- 5.10 The Secretary shall be responsible for maintaining the Association's corporate records, bylaws, policy manual, enrolment list, correspondence and minutes of meetings of the Board of Directors and Annual Mawiomi; shall, in consultation with the Co-Presidents, draft and circulate agendas

and issue notices of meetings; and shall carry out other such duties as usually pertain to this position.

- 5.11 The Treasurer shall be responsible for maintaining the Association's financial records, bank accounts and other financial instruments; shall oversee the Association's bookkeeping, financial reporting and annual audit, and development of the Association's annual budget; and shall carry out other such duties as usually pertain to this position.
- 5.12 The Board of Directors may create committees as required and shall appoint a Chairperson and establish terms of reference for each committee.
- 5.13 Committee Chairpersons shall recruit committee members from within the membership of the Association; shall chair committee meetings; shall coordinate the work of the committee; and shall present committee recommendations and reports to the Board of Directors.
- 5.14 The Board of Directors may appoint an individual to serve as the Association's Executive Director, being responsible for assisting the Board of Directors in its duties and for coordinating and overseeing the Association's business and operations.

## **Article 6**

### **MAWIOMI**

- 6.1 The Association shall hold an Annual Mawiomi of its membership within three calendar months of the end of the Association's fiscal year, on a date and at a location to be set by the Board of Directors, and with notice and agenda for the Annual Mawiomi being sent to all members at least thirty days prior to the date of the meeting.
- 6.2 The agenda of the Annual Mawiomi shall include the presentation and approval of the Association's annual report, annual financial statement and new fiscal year budget; and the election of the Board of Directors.
- 6.3 The Board of Directors shall meet as necessary, in person and / or by other means, normally every two months and not less than once every four months, with notice and agenda for all meetings of the Board of Directors being sent to all Directors at least seven days prior to the date of the meeting.
- 6.4 A Special Meeting of the Board of Directors or Association membership may be called by any two Directors submitting a signed written request for such meeting to one of the Co-Presidents; the Co-President shall respond to the request by calling the Special Meeting within fourteen days of

- receiving the request, with notice and agenda of the Special Meeting being sent to all Directors and/or members at least seven days prior to the date of the Special Meeting.
- 6.5 For quorum to be achieved at an Annual Mawiomi, a meeting of the Board of Directors or a Special Meeting, a minimum of three Directors must be in attendance at the meeting.
- 6.6 Motions at all meetings of the Association shall be decided by a simple majority vote of the Directors present and voting, the exception being motions to amend these bylaws, in which case motions shall be decided by a 2/3 majority of the Directors present and voting.
- 6.7 Each Director shall be entitled to vote once on each motion made.
- 6.8 Copies of the minutes of Annual Mawiomi, meetings of the Board of Directors and Special Meetings shall be circulated to Directors and/or members within thirty days of each meeting.

## **Article 7**

### **FINANCES**

- 7.1 The Board of Directors shall establish one or more bank accounts for the receipt and disbursement of the Association's funds.
- 7.2 The Co-Presidents, Secretary, Treasurer and Executive Director shall serve as signing officers for the Association's bank accounts, and the signatures of any two of these shall be required in order to authorize any disbursement against the accounts.
- 7.3 The Board of Directors, upon receiving funds from any source, shall deposit these to the Company's accounts and shall manage these funds in accordance with any conditions specified for the funds by the funding source or, in the absence of such conditions, the Association's annual budget.
- 7.4 A year-to-date financial statement of the Association's accounts shall be presented by the Treasurer at all meetings of the Board of Directors.
- 7.5 The Board of Directors shall produce an annual financial statement within three months of the end of each fiscal year and shall present this statement at the Association's Annual Mawiomi.

- 7.6 The Board of Directors shall produce an annual budget for the new fiscal year within three months of the end of each fiscal year and shall present this statement for approval at the Association's Annual Mawiomi.
- 7.7 All Directors shall be given reasonable access to review the Association's financial records upon request to the Treasurer and with reasonable notice being given.
- 7.8 The fiscal year of the Company shall begin April 1 and end March 31.

## **Article 8**

### **CONFLICT OF INTEREST**

- 8.1 No member of the Board of the Directors shall receive any financial gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Association.
- 8.2 No member of the Association shall receive any compensation or other tangible or financial benefit from the Association for service on the Board of Directors or a committee of the Association.
- 8.3 The Board of Directors may authorize reimbursement of actual and reasonable expenses incurred by a member in relation to attendance at meetings of the Board of Directors or committees and other approved activities or business directly supporting the Association's purpose and objectives.
- 8.4 Directors shall act in an independent manner consistent with their obligations to the Association and applicable law, regardless of any other affiliations, memberships or positions.
- 8.5 Directors shall disclose any interest or affiliation they may have with any entity or individual with which the Association has entered or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on or influencing the consideration of such matters.

## **Article 9**

### **POLICIES**

- 9.1 The Association may create supplementary policies as required in support and interpretation of these bylaws.
- 9.2 Any supplementary policies created by the Association must be congruent with and subordinate to these bylaws.



- 9.3 All policies created must be approved by a majority vote of Directors at a regular meeting of the Board of Directors; policies may be amended or rescinded at any regular meeting of the Board of Directors.
- 9.4 All policies shall be recorded in the Association's Policy Manual, and this manual shall form Appendix A of these bylaws.
- 9.5 A copy of the Policy Manual shall be available to all members of the Association upon request made to the Secretary.

#### **Article 10** **AMENDMENTS**

- 10.1 Motions to amend these bylaws shall be submitted to an Annual Mawiomi or Special Meeting of the Association and shall be passed by a two-thirds majority of the members present and voting.
- 10.2 Notice of motion to amend these bylaws shall be circulated in writing to all members at least thirty days prior to an Annual Mawiomi or at least seven days prior to a Special Meeting.

#### **Article 11** **DISSOLUTION**

- 11.1 In the event of the wind-up or dissolution of the Association and following the payment of all outstanding debts and liabilities, the Association shall transfer all of its remaining property and assets to a charitable organization, agency or group having a purpose and objectives similar to those of the Association, in a manner to be decided by the members at a Special Meeting held to dissolve the Company.