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THE OROMIAN COMMUNITY ASSOCIATION OF NORTHERN ALBERTA'S (COCANA) CONSTITUTION

Preamble

The Northern Alberta Oromian Community Association (OCANA) as a social cultural and ethnic based community association was born in out of the need of an organized approach to finding solutions for problems which affect the wellbeing of the Oromo people living in the Greater Edmonton area. It is a Not for Profit community association that provides the cultural, recreational, and educational and social services to the Oromo community in Greater Edmonton Area.

These constitution and bylaws govern the administration and procedures of operations of the association. However, the constitution and bylaws are the legal means for attaining the objectives of the association and are not ends in themselves.

The association has adopted its first constitution and bylaw on November 11, 2008. As our association, evolves and changes, its bylaws should be periodically reviewed and amended to respond to these changes. The reason for the current revision of the constitution and bylaw is the genuine interest of its members in the revitalization of the association to an all-inclusive, transparent, accountable and vibrant OCANA that will serve the best interests of its members and also endeavor to strengthen harmony among of its members. Hence, OCANA, hereby sanctions its revised Constitution and Bylaws.

1. NAME

The official name of the association is **THE OROMIAN COMMUNITY ASSOCIATION OF NORTHERN ALBERTA**, hereinafter referred to as the association. The abbreviated title of the association is **OCANA**. OCANA shall be an independent, purely non-political and non-profit-seeking organization to be bound by the principles outlined in this constitution.

2. PURPOSE

The purpose of the association shall be:

- a.* To bring all Oromo residing in Greater Edmonton Area, regardless of their creed, political beliefs, sex, age or disability, in to a framework of being Oromian Nation '*Oromumma*' and mutual cooperation to address some of the social, and economic challenges and to encourage,

inspire, and empower our people to strive for living in unity, compassion, peace and cooperative spirit

- b. To serve the cultural, socio-economic, resettlement and educational needs of Oromos through information sharing and connection to a variety of services, resources and opportunities to enhance their quality of life to become contributing members of the society

3. OBJECTIVE

The Objectives of the Association

- 3.1 To promote unity, friendliness, brotherhood and sisterhood among Oromos in greater Edmonton Area
- 3.2 To facilitate the welcome or reception and settlement of newcomer Oromian refugees and immigrants from Africa and other parts of the world to Northern Alberta.
- 3.3 To inform Oromian newcomers of social services available in Canada in general and in Edmonton in particular to help them in a smooth integration to Canadian society so as to enhance their understanding of multiculturalism and diversity
- 3.4 To provide a platform for the opportunity to retain, develop and promote the Oromo cultural heritage, language and traditional values and pass them over to the Oromo children.
- 3.5 To organize and coordinate social events and cultural activities to promote get-togetherness and mitigate isolation
- 3.6 To cooperate and work closely with the mainstream communities and organizations in Northern Alberta to seek local solutions to different economic and social challenges by increasing the participation of members in the community development programs.
- 3.7 To create an atmosphere for Oromo youth that helps them to stay away from wrong doings
- 3.8 Provide language translation services and organize workshops on issues benefiting families, youth, and other members of the community
- 3.9 Coordinate and facilitate humanitarian and economic support to Oromian refugees and survivors of torture, and also function as a link between Oromos in Alberta and their compatriots at home and abroad.

- 3.10 To assist members of the association who may encounter a calamity or unforeseen financial difficulties

4. OPERATIONS

The operation of the Association shall be carried on mainly, though not exclusively, within the Greater Edmonton Area.

BY-LAWS

5. MEMBERSHIP

5.1. Classification of membership

- 5.1.1. Any person of Oromian nationality who, on his/her free will and by understanding the objectives and spirit the association stands for and 18 years age or older, when requests membership can be a member (with accordance to 2.3 and 2.4 below)
- 5.1.2. Associate members as approved by Board of Directors.
- 5.1.3. The members of the Association shall be subscribers to the objectives and Bylaws.
- 5.1.4. Membership is in individual not family
- 5.1.5. An updated membership list is published by the Secretary quarterly and the records are updated accordingly.

5.2. Application for Membership

- 5.2.1.1 All applications for membership shall be submitted to the Executive Committee and upon approval the applicant shall be a member.
- 5.2.1.2 An applicant who has been refused membership may re-submit the application to the office to be decided by the general membership (General Assembly). A two-thirds majority of those present may accept the application.

5.3. Membership fees

- 5.3.1 The fiscal year is from January 1 to December 31. Membership dues received after December 15, may be applied to the following year.
- 5.3.2 The annual membership fee shall be determined, from time-to-time by the members at a general meeting.

5.3.3 Individuals shall complete registration form and pay one-time registration fee plus 3 Months of membership fees to be registered as a member of the association.

5.3.4 The annual membership renewal shall be paid on or before December 15 of each year

5.4. Rights, Responsibilities and privileges of Members

Any member in good standing is entitled to:

5.4.1 Receive notice of meetings of the Association;

5.4.2 Attend Annual General Meeting of the Association;

5.4.3 Speak at any meeting of the Association; and

5.4.4 Exercise other rights and responsibilities given to members in these Bylaws.

5.4.5 A present of financial value of \$250 to \$300 when gets married.

5.4.6 Receive a financial support of \$500 when an immediate family member (wife/husband, child, father and mother of a member) passes away

5.4.7 When a member loses his/her immediate family member, the association will announce to its members to support and comfort the member during grieving and mourning with presence.

5.4.8 The only members who can vote at meetings of the Association are members in good standing who are at least eighteen (18) years of age.

5.4.9 A member is in good standing when:

5.4.9.1 The member has paid up all membership fees

5.4.9.2 The member is active with attendance record of at least 50% in participations.

5.4.9.3 The member is not under suspension

5.5 Suspension, Expulsion and Termination of Members/Membership

5.5.1 The Board of Directors shall have the power, by a three-fourths majority, to suspend any member whose conduct has been determined to be improper, unbecoming, or likely to endanger the interest or reputation of the Association or who willfully commits a breach of the Bylaws of the Association.

5.5.2 No member shall be suspended without being notified of the charge or complaint against him or without being first given an opportunity to be heard by the Board of Directors at a meeting

called for that purpose.

- 5.5.3 The suspended member may apply for reinstatement at the Elders Council. A two-thirds majority of those present may recommend the reinstatement a member. Depending on the reason for the suspension, reinstatement decision can be made by a two-thirds majority vote of Board of Directors or a 50 percent plus majority support of members present during General Assembly meeting.
- 5.5.4 A member who, after reinstatement, continues to violate the OCANA bylaws will be given opportunity to appear before the Board of Directors to showcase why he or she should not be expelled. The Board of Directors shall have the power, by a three-fourths majority to expel the member.
- 5.5.5 Any member may withdraw from membership in writing to the Board through its Secretary. Once the notice is received, the member will be asked to voluntarily complete the exit interview and its name will removed from the Register of Members.
- 5.5.6 If any member of the community or expelled member for any reason tries to disturb the peace of the community and that of its member/s by:
 - 5.5.6.1 fighting or challenging someone to fight in a community event;
 - 5.5.6.2 using offensive words in a community event likely to incite violence;
 - 5.5.6.3 shouting in a community event intending to incite violence or unlawful activity;
 - 5.5.6.4 bullying another member on or near the community event,
 - 5.5.6.5 damaging a property pertaining to the association or its members
 - 5.5.6.6 If property is damage occurs, the person involved will be responsible for the damage.
 - 5.5.6.7 Upon occurrence of any of the above and other behaviors that can be deemed inappropriate, the city's peace officer shall be called to establish disciplinary procedures.
- 5.5.7 Any member who withdraws or is expelled from the Association shall forthwith forfeit all right, claim and interest arising from or associated with membership in the association.
- 5.5.8 The Membership ends upon death or self-withdrawal or suspension of the member or dissolution of the Association

6. ELECTION/VOTING

6.1. To be eligible to vote, a person must be:

- 6.1.1. a member in good standing

- 6.1.2. eighteen (18) years of age or over
 - 6.1.3. a member for at least the last 3 months
 - 6.1.4. not in arrears of dues
- 6.2. To be eligible for election to the Executive Committee & Board of Directors, a member *must be*
- 6.2.1. eligible to vote,
 - 6.2.2. an active member for at least 6 months,
 - 6.2.3. willing to uphold the terms of this constitution,
 - 6.2.4. not suspended or disciplined from the association,
 - 6.2.5. not have been convicted for an indictable offence
- 6.3. Nominations for election to the Executive Committee and Board of Directors are to be submitted at the annual general meeting, and each nomination must be seconded.
- 6.3.1. The nominee must be willing to uphold the terms of the Constitution.
 - 6.3.2. Voting at elections shall be by secret ballot or any applicable form
 - 6.3.3. All Board and Executive members shall be elected by a majority vote of the members
 - 6.3.4. Each member shall be entitled to one vote only for one position.
 - 6.3.5. There shall be no vote by proxy.
 - 6.3.6. In case of tie vote, the chairperson of the electing committee shall cast a tie-breaking.
 - 6.3.7. Decisions shall be made by a simple majority
 - 6.3.8. Any Oromo who may not happen to be a member of the community may attend general meetings. Such a person, however, shall not have a voting right until such time he/she become a member.

7. GOVERNANCE

7.1. Board of Directors

- 7.1.1. Board of Directors or Board, shall mean the Board of Directors of the Association.

7.1.2. The Board shall subject to the Constitution, Bylaws given to it by majority vote at any meeting properly called and constituted to manage the affairs of the Association.

7.2. The Board of Directors shall:

- 7.2.1. Govern the Association to fulfill the purposes and objectives of the Association through its policies.
- 7.2.2. Develop policies for the governance of the Association in line with the constitution and bylaws. Those policies shall address administrative, personnel, financial, social and cultural affairs of the Association.
- 7.2.3. Approve different permanent and/or ad-hoc technical committees and appoint officers when requested by Executive Committee or as necessary by discussing with the executive committee.
- 7.2.4. Shall abide by the Constitution, Bylaws, policies and directives of the Association
- 7.2.5. The Board shall consist of a minimum of 7 and a maximum of 9 Directors (the governance org-chart of the association is included in appendix).
- 7.2.6. The chair, secretary and one additional member of the Executive Committee of the association will be automatically a member of the board of directors.

7.3. Election of the OCANA Leadership

- 7.3.1. Nomination committee for election of leadership body of OCANA shall be elected by the members at least 1 month a head of an election date.
- 7.3.2. The Nomination Committee shall solicit nominations of 13 individuals for Leadership body (Directors and Executive committee members) and shall place all nominations before the Member Assembly at the General Meeting.
- 7.3.3. Members of the leadership body shall be elected at the General Meeting for a two years term. Members of the leadership body can be re-elected for a maximum of up to two terms. Former OCANA Directors and Executive Committee members shall be eligible for re-election to the leadership boy after one-term lapse.
- 7.3.4. One-term is two years' service for the Association's elected officials. It shall start on a day an election takes place and end on the last Saturday of the same Month in 2 years.
- 7.3.5. The election of the members of the leadership body may be by a show of hands or secret ballot.
- 7.3.6. Members of the leadership body shall be drawn only from the membership.

- 7.3.7. Within a week of the election general meeting the thirteen-elected leadership team shall assign themselves by consensus in such a way that six individuals become members of Board of Directors and seven individuals become members of Executive Committee.
- 7.3.8. Within two to three weeks of the election general meeting, Board of Directors and Executive Committee members shall assign the Chair, Vice-Chair, Secretary, and other positions and present to all members of the leadership body for approval. The proposed positions shall be approved as much as possible by consensus if not by more than fifty percent vote of members of the leadership team.
- 7.3.9. Once the positions are approved, the board shall immediately notify member assembly through emails and the association's social media accounts.
- 7.3.10. The Board and Executive committee can appoint up to three non-voting advisors whose experience in the affairs of the Association or whose position in the community is such that their advice will likely be of value.

7.4. Meetings of the Board

- 7.4.1. Meetings of the Board shall be held a minimum of four times each year and additional meetings are scheduled as required. Additional board meetings can be requested by board of directors, executive committee and member assembly.
- 7.4.2. The Chair shall call the meetings of the Board. The Chair or in the absence of the chair the Vice-chair or the secretary shall call a meeting if any two Directors make a request in writing (by letter or email) and state the business to be brought before the meeting. Members of the Board shall be called by 7 days' notice
- 7.4.3. More than fifty percent of the Directors shall constitute a quorum for the transaction of business PROVIDED that, in no case can business be transacted unless there are five (5) members present. No formal notice of any meeting shall be necessary if all the directors are present if those absent have signified in writing their consent to the meeting being held in their absence. A Director who is unable to come to a meeting shall make effort to attend through conference call or any other suitable media.
- 7.4.4. If there is no quorum, the Chair shall recess the meeting to a future time and day.
- 7.4.5. The Secretary of the Board shall attend all meetings of the Association and of the Board and keep accurate minutes of meeting. If the secretary is unable to come to a meeting for unforeseen circumstance, one of the directors need to record the minutes of meeting and pass to the secretary for documentation.

7.4.6. Each Director has one vote. All matters shall be decided by consensus and if not by majority vote. The chairman shall only vote in the case of a tie.

7.4.7. Board meetings shall be open to member assembly upon discretion of board members.

7.5. Remuneration

All directors provide voluntary service and no Director shall receive any remuneration from the Association for services rendered in the greater Edmonton area as a board member.

7.6. Duties of the Directors of the Association

7.6.1. Board Members

- 7.6.1.1 Serve on committees
- 7.6.1.2 Attend board meetings and assigned committee meetings and Annual General meetings.
- 7.6.1.3 Coordinate, facilitate and support special events of the Association.
- 7.6.1.4 Support and participate in fundraising events.
- 7.6.1.5 Review and approve policies, directives, procedures and other recommendations received from the board members, permanent committees, Executive Committee and member assembly.
- 7.6.1.6 Monitor all policy documents, directives, and procedures are followed
- 7.6.1.7 Review bylaws, policy manuals and directives on a yearly basis or if required on quarterly basis, and recommend changes to the membership. All recommended changes must be reviewed and approved by member assembly through consensus or by majority vote.
- 7.6.1.8 Participate in the development of OCANA's Organizational plan and annual review.
- 7.6.1.9 Review and approve OCANA's budget.
- 7.6.1.10 Foster positive relations within the Board, Committees, and member assembly and with government, community affiliated organizations and other communities to promote and achieve OCANA's objectives.

7.6.2 The Chair:

- 7.6.2.1 Calls the meetings and sets the agenda of the Board with input from Board Members.
- 7.6.2.2 Present at all meetings of Board and all general meetings of the Association. He/she shall see that all resolutions and orders of the Board are carried into effect.
- 7.6.2.3 Attends Executive Committee meetings and discuss the Association's long and short-term business plan upon request by the executive committee.
- 7.6.2.4 Review and approves annual general meeting reports
- 7.6.2.5 Prepares and submits a board report of the preceding year for the Annual General Meeting.
- 7.6.2.6 Ensures that Board members remain in their governance role and Executive

Committee, Technical Committee and Volunteers implement and properly manage programs and Services.

7.6.2.7 Performs duties according to the Bylaws and directives and/or as assigned

7.6.2. Vice-Chair

7.6.2.1 Presides at meetings in the Chair's absence. If the Vice-Chair is also absent, the Directors shall appoint a Chair for the meeting.

7.6.2.2 Performs the duties and exercises the powers of the Chair in the absence or disability of the Chair.

7.6.2.3 Performs other duties from time to time when asked to do so by the Chair or the Board members.

7.6.3. Secretary

7.6.3.1 Prepares and keeps accurate minutes of all Board meetings

7.6.3.2 Keeps or causes to be kept a record of Board members,

7.6.3.3 Notifies member assembly and Board Members of meetings as required.

7.6.3.4 Keeps record of Board attendance and makes sure there is a quorum at meetings.

7.6.3.5 Records all motions and decisions of meetings.

7.6.3.6 Distribute draft minutes to receive comments from attendees and signs and distribute final copy to all board members.

7.6.3.7 Performs any other duties as prescribed by the Board.

7.6.4. Directors-at-Large

7.6.4.1 The Board of Directors may from time to time discuss with and advise the Executive Committee to appoint officers, volunteers, professional consultants, technical committees and agents, and authorize the employments as they deem necessary to carry out the objectives of the Association. Such officers, volunteers, professional consultants, committees, agents and employees shall have such responsibility and shall perform such duties from time to time as may be prescribed by the Executive Committee.

7.6.4.2 All applications for employment must be reviewed by board and in collaboration with the executive committee, the board shall assess individual applicants and make sure there is no conflict of interest before approving a candidate for employment. The board set all hourly rate or lump-sum payment of contract employment.

7.6.4.3 Board of directors assess existence of conflict interest on case by case basis and make decision by fifty-percent plus majority vote

7.6.4.4 A member shall not seek employment with the association while he or she is serving as a board director to avoid any conflict of interest.

7.7. Executive Committee

7.7.1. The nomination and election of the Executive Committee shall be done as indicated in section 7.3 above.

7.7.2. The Executive Committee shall carry out the business of the Association according to the constitution, bylaws, policies, directives and guidelines of the association.

7.8. Remuneration

7.8.1. All Executive Committee members, technical committees and volunteers provide voluntary services and shall not receive any remuneration from the Association for regular services rendered in the greater Edmonton area.

7.8.2. But some remuneration in the form of cash or kind or prize shall be considered for an executive committee member or technical committee or a volunteer who spends his/her extraordinary time to carry out specific non-standard tasks.

7.8.3. Executive committee or board may recommend tasks that require remuneration payment.

7.8.4. Recommendation of remunerations shall not be made for regular services that a committee member or a volunteer is expected to provide.

7.8.5. Recommendations shall be made through executive committee members, if the executive committee agrees by consensus or majority vote. The executive committee must carefully evaluate the fairness of the recommendation and availability of fund before sending to the board of director for approval.

7.8.6. Board of directors evaluate individual remuneration recommendation separately and any form of payment are made only if approved by board of directors by consensus or majority vote. Board of directors have full right to request explanation for or to approve or to change or to reject or propose alternatives for all or part of the task for which remunerations are recommended. The board decisions shall be final, but the board shall provide explanation for their decision if requested by the committee or association members.

7.9. Duties of the Executive Committee

7.9.1. All Committee Members

7.9.1.1 Carry on all day-to day business activities of the Association in accordance with the policies, directives and guidelines of the Association.

7.9.1.2 With the support of board of directors and member, develop, coordinate and execute short and long-term work plans of the association

7.9.1.3 Propose the formation of technical committees and ad-hoc committee

7.9.1.4 Manage, schedule and direct committee meetings

7.9.1.5 Schedule General Meetings in discussion and collaboration with the board of directors.

- 7.9.1.6 Plan and conduct special events of the Association.
- 7.9.1.7 Coordinate, facilitate and lead fundraising events in collaboration with board of directors.
- 7.9.1.8 Propose appropriate changes: bylaws, operation or procedure manuals, directives and other recommendations as required and send to the boards for review. Once board reviews are completed, present to the member assembly during special general meeting for final approval.
- 7.9.1.9 Carry out OCANA's Organizational plan and annual reviews.
- 7.9.1.10 Foster positive relations within committees, board members and member assembly, and with government, community affiliated organizations and other communities to promote and achieve OCANA's objectives.
- 7.9.1.11 The Executive committee may from time to time appoint volunteers, members, consultants, other committees and agents to perform duties in collaboration with board of directors.
- 7.9.1.12 Propose hiring persons on temporary or contract basis and request the board for approval as they deem necessary to carry out specific tasks of the Association.

7.10. The Chair

- 7.10.1. Serves as a board member and attends all board meetings and discuss the association business with board of directors
- 7.10.2. Answers questions regarding the committee activities
- 7.10.3. Calls the meetings and sets the agendas with input from committee members.
- 7.10.4. Presides at all meetings of the executive committee and all general meetings of the Association.
- 7.10.5. Chairs the general meeting of the association.
- 7.10.6. Prepares and submits a report of the preceding year for the Annual General Meeting.
- 7.10.7. Acts as the spokesperson for the Association both for external and internal affairs
- 7.10.8. Serves as first direct contact of the association for all local, regional, national and international levels and shall consult the executive committee members and board all important communications before making any decision and/or commitment about any affair of the association.
- 7.10.9. Acts as signing officer along with the Treasurer and/or Secretary for all cheques and other documents, such as sponsorship, grant applications and contracts.
- 7.10.10. Ensures that executive members, paid personnel and volunteers perform their duties as assigned

7.11. Vice-Chair

- 7.11.1. Serves on the Executive Committee.
- 7.11.2. Replaces the chair and attends all board meetings and discuss the association business with board of directors if chair is unable to attend
- 7.11.3. Presides at meetings in the Chair's absence. If he/she is also absent, a member shall be assigned to chair meetings.
- 7.11.4. Performs the duties and exercises the powers of the Chair in the absence or disability of the Chair.
- 7.11.5. Performs other duties from time to time when asked to do so by the Chair or the committee members.
- 7.11.6. Lead teams and perform duties as assigned

7.12. Secretary

- 7.12.1. Serves on the Executive Committee
- 7.12.2. Attends all board meetings
- 7.12.3. Discuss the association business with board of directors if chair and vice chair are absent
- 7.12.4. Prepares and keeps accurate minutes of all Association meetings
- 7.12.5. Keeps or causes to be kept a record of Executive Committees, technical committees, task forces and General Membership.
- 7.12.6. Notifies member assembly and committee members of meetings as required
- 7.12.7. Keeps record of committee attendance and makes sure there is a quorum at meetings.
- 7.12.8. Serves as 2nd direct contact of the association for all local, regional, national and international affairs
- 7.12.9. Records all discussions and decisions of meetings.
- 7.12.10. Distributes to attendees and gathers comments and update minutes to confirm accuracy.
- 7.12.11. Distribute and keeps final copies of minutes of committee and other meetings.

7.12.12. Performs any other duties as assigned by the committee members.

7.13. Treasurer

7.13.1. Serves on the Executive Committee

7.13.2. Receives all monies paid to the Association and deposit into the association's applicable accounts.

7.13.3. Accountable for the funds of the Association and ensure that all necessary books and records of the Association are kept and organized as required by the Bylaws, the Societies Act, or any other statutes or laws.

7.13.4. Presents account of receipts or evidence of payments (checks, notes) and disbursement to the Auditor or Board whenever requested.

7.13.5. Ensures an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting.

7.13.6. Acts as an alternate signing officer along with the Chair, and/or Secretary for all cheques and other documents such as sponsorship, grant applications and contracts.

7.13.7. Performs any other duties as assigned by the committee and as per these Bylaws, policy guidelines and directives.

7.13.8. Shall provide quarterly reports of the financial standing of the Association to the member assembly.

7.14. Resignation, Removal and Replacement of Directors and Committee

7.14.1. An official may resign from a board or committees by giving one month notice in writing (by signed letter or email).

7.14.2. In the event that an official is absent from three consecutive meetings without just cause, the Board or Committee shall pass a motion to excuse the official's absences or to give warning or to expel from his/her responsibility.

7.14.3. Other reason for which a director or a committee member shall be removed from his or her responsibility:

7.14.3.1 Failing to provide effective oversight of the association's business or failing or unable to properly perform the duties assigned to as per the Association's Bylaws, policy guidelines and directives.

7.14.3.2 Posting or distributing formal information or data through social media or by any means without knowledge and decision of the executive committee and/or

- board of directors
 - 7.14.3.3 Posting or sharing divisive and misleading information which will impact business activity, member assembly confidence and credibility of the Association
 - 7.14.3.4 Having or allowing conflicts of interest. Officials are not allowed to put their own personal interests or the interest of the organization they are affiliated with above the interests of the association when they are conducting Association business.
 - 7.14.3.5 Intentional or unintentional misconduct that will have impact on the operation of the association and the interest of the members for example not maintaining the confidentiality or professionalism of the association's business activities, discussions and decisions
 - 7.14.3.6 Criminal behavior, mischief actions related to the association's business activities and fraudulent behavior pertaining to financial issues.
 - 7.14.3.7 All elected directors or elected committee members are expected to show high standard of good behavior and therefore all activities or comments that doesn't align with the associations objectives and/or Oromo society's social and religious norms: showing sign of disrespect and/or comment to discredit elders, religious leaders, and member assembly based on gender, opinion differences, political views and any other differences.
 - 7.14.3.8 Illegal or mischief actions related to or outside of the association's business
 - 7.14.3.9 Actions or activities the will negatively impact the unity of association members and Oromo society
- 7.14.4. More than fifty percent of Voting Members present at a Special General Meeting of the Association may remove a board member from the Board before the end of his or her term.
- 7.14.5. More than fifty percent vote of executive committee members or voluntary application of the official is required to request a change of position of an official such as chair, vice chair, secretary and treasurer.
- 7.14.6. Complete expulsion of an executive committee member can be considered and presented to board of directors by more than fifty percent vote of the executive committee members or voluntary application of the official to fully resign with strong reason.
- 7.14.7. Board shall always carefully review the request for change of positions and the associated reason to approve or recommend other alternatives. Board decision is final and further consideration is not required, but need to notify members assembly.
- 7.14.8. The board shall also carefully review expulsion request of an executive committee member and approve or reject through majority vote of the board of Directors. If the request is approved by board of directors it will be presented at special general meeting and explained to member assembly. If more than fifty percent of member assembly present during special general meeting oppose the decision, the expulsion won't take place and other alternatives shall be considered.

- 7.14.9. If the expulsion request is opposed by majority of the member assembly, the matter which led to the request has to be resolved and settled through dialog. But if it continues to impact the association's activity, the vote of confidence shall be held for executive committee members and board of directors. The vote of confidence shall be held either to excuse all executive committee members and board of directors and replace or to excuse one or more individuals from their responsibility and replace them. Whether it is for a group or an individual more than fifty percent votes of member assembly are required to stay or leave.
- 7.14.10. A vote of confidence can be called by consensus or more than fifty percent vote of executive committee and/or board of directors. Vote of confidence can also be requested by members if more than fifty percent agrees on.
- 7.14.11. If an individual is excused from her/his responsibility of executive committee member or board director, he/she has to stop any involvement or discussion about any business on behalf of the association. She or he has to complete transferring all properties or documents of the association that were under his/her control to the office of the association immediately after the decision. If an individual shows any misconduct or refuses to leave the office or refuses to return the association's properties and documents, the committee may seek support from City's bylaw officers and/or follow legal means to enforce the decision.
- 7.14.12. If there is a vacancy on the Executive Committee members, the remaining members shall continue running regular businesses of the association and propose an election to fill the vacancy for the remainder of the term. The proposal need to be approved by board of directors and the Executive Committee shall call a Special General Meeting of the member assembly as soon as possible to fill the vacancy.
- 7.14.13. If there is a vacancy on the Board of Directors, the remaining board members shall continue their regular duties and the board shall call a Special General Meeting of the member assembly as soon as possible to fill the vacancy by election.
- 7.14.14. Under no circumstances a board of director is transferred to executive committee and/or an executive committee member is transferred to board without full endorsement of members council through vote.

7.15. Public Relation Council

- 7.15.1. Elected members shall reflect the diversity of Oromos in Greater Edmonton and Area. They shall consist of leaders (representatives) from different Oromo affiliated non-political self-self-groups ('Afooshaa') and religious institutions(centres)
- 7.15.2. Composed of 9 to 11 members depending on the size of existing Oromo affiliated self-help groups and religious institutions in the association's area of outreach
- 7.15.3. Council members encourage and engage members of their respective group or institution in community membership, activities and events

- 7.15.4. The council members collaborate and closely work with executive committees and serve as a bridge between diverse Oromo groups and institutions such as “Affoshas”, religious institutions, political organizations and the OCANA leadership to foster unity of Oromo society
- 7.15.5. The council will bring the concerns of individuals and groups to the executive committee and board of directors and facilitate discussions to address concerns
- 7.15.6. Facilitate the flow of information between community leaders and their respective members. Transfer messages and/or information from community leaders to their members in addition the association’s formal communication during special events and activities
- 7.15.7. Bring any individual or group concern (with their members) on the community to the attention of the association leaders (executive committee) for immediate solution in time
- 7.15.8. Generate and suggest ideas to empower or build the capacity of the association (community), to create or strengthen positive atmosphere among member assembly and Oromo society, and to improve involvement of all levels of Oromo society in community activities and events

7.16. Protection and Indemnity of Directors and committees

- 7.16.1. Except where a Director, committee member, employee or volunteer shall be adjudged to be liable for willful negligence or willful misconduct in the performance of any duty or responsibility to the Association, OCANA shall indemnify each Director, committee member, employee or volunteer against any and all liability and all reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which the Director, committee member, employee or volunteer becomes involved as a party or otherwise by reason of having been a Director, committee member, employee or volunteer of the OCANA.
- 7.16.2. The Directors of the Association shall act honestly and exercise the care, skill and due diligence that a reasonably prudent individual would exercise in comparable circumstances. Directors can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

8. AUDITS, ACCOUNTS AWD RECORDS

8.1. Fiscal Year and Auditing

- 8.1.1. The fiscal year of the Association shall be January 1 to December 31.
- 8.1.2. The books, accounts and records of the Secretary and Treasurer shall be audited at the end of each fiscal year and/or at the end of executive and board of directors service terms by a

duly qualified accountant/auditor or by two members of the Association elected for special audit at the special general meeting.

- 8.1.3. A completed and proper statement of the standing of the books for the previous year and/or term shall be submitted by the auditor at the Annual or special General Meeting of the Association.
- 8.1.4. The auditors of the Association shall have the right of access at all reasonable times to all records, documents, books, accounts and files of the Association and shall be entitled to require from the executive committees and directors such information and explanation as may be necessary for the purpose of the duties of the auditors.
- 8.1.5. The books and records of the Association may be viewed by any member of the Association upon giving reasonable request and arranging a time satisfactory to the officer or officers. Each member of the Board and executive committee shall at all times have access to such books and records.

8.2. Seal of the Association

- 8.2.1. The Board shall adopt a seal that shall be the official seal of the Association and may, from time-to time, by resolution provide for the seal's custody and use. Seal shall go with the official Logo and the Objectives of the Association. The current seal and logo of the Association are indicated in Appendix sections of this bylaw
- 8.2.2. The seal shall only be used for official purposes of the Association and such a seal shall be affixed to any documents requiring a seal by those with Signing Authority such as executive committee chair, secretary and someone assigned as an alternate from leadership.
- 8.2.3. Custody of the seal is to be the responsibility of the Secretary, unless the executive committee proposes and approved Board otherwise.
- 8.2.4. Any written correspondence that represents a position of the Association should at least bear a signature of designated person and the official seal or letterhead.

8.3. Signing Authority for the Association

- 8.3.1. The Chair, Secretary and designated person shall have authority to sign documents on behalf of the Association.
- 8.3.2. The Treasurer and one of the designated persons (Chair, Secretary) shall have authority to sign financial documents and checks on behalf of the Association.

8.4. The Keeping and Inspection of Records of the Association

- 8.4.1. A copy of the Minutes of Board of Directors' and executive committee's meetings shall be kept at the Office of the Association or by their respective Secretary
- 8.4.2. The Treasurer and the Secretary shall ensure that all necessary books and records of the Association are kept and filed as required by the Bylaws, the Societies Act, or any other

statute or laws.

8.4.3. As indicated above, all financial records and documents of the Association are open for view by the member assembly of the Association. Treasurer and at least one leadership member shall be present during view of the records.

8.4.4. Other records of the Association are also open for view, except for records that the Board and Executive Committee designate as confidential.

8.5. Borrowing Powers and Investment of Funds

8.5.1. The main funding sources of the associations include but not limited: membership fees, occasional fundraising, gifts, grants etc.

8.5.2. For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of fund in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

8.5.3. Any funds of the Association shall be deposited in the name and to the credit of the Association in The Royal Bank or any Trust Company, Credit Union or Treasury Branch that the Board may order or shall be invested in such investments as the Board deems reasonable.

9. AMENDING THE BYLAWS

9.1. The Bylaws may be rescinded, altered or added to by a "Special general assembly meeting".

9.2. The twenty one (21) days' notice given for an Annual General Meeting or Special General Meeting of the Association shall include details and notice of the proposed Special assembly meeting to change Bylaws.

9.3. Changes to the Bylaws take effect once the dated Special Resolution is approved at the Annual General Meeting or Special General Meeting, verified by two signing Officers of the Association and updated at the Corporate Registry of Alberta with annual report.

10. DISSOLUTION

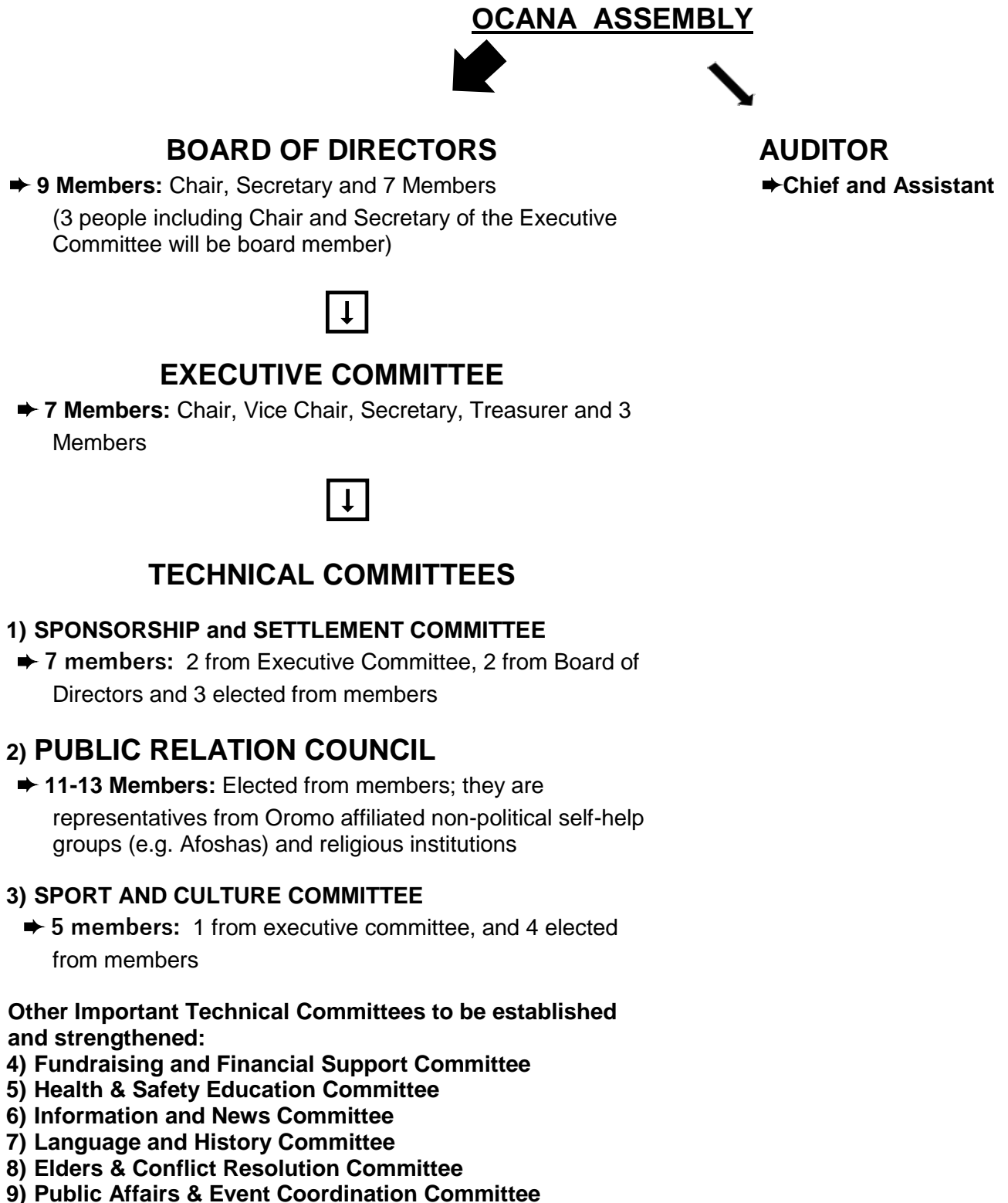
10.1. The Association does not pay any dividends or distribute its property among its member assembly.

10.2. In the event of the dissolution of OCANA, all its remaining funds or assets after payment of all its liabilities or debts shall be donated to a not-for-profit organization with objectives and goals similar to those of OCANA

10.3. Member assembly will select this organization by Special general assembly meeting. If, within ninety days of dissolution, the member assembly have not passed a Special Resolution naming the

not for profit organization, the Board of Directors is empowered to select the organization. The decision of the Board of Directors shall be final.

Appendix I SUMMARY OF OCANA GOVERNANCE



1) Logo



2) Seal



Dated November.

**Print Full Name:
Signature:
Complete Address:**

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Signature:
Complete Address:**

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WITNESS

**Print Full Name:
Signature:
Complete Address:**