



# **Ethiopian-Canadian Solace Society (Idir) in Edmonton**

## **Bylaw**

**Amended January 28, 2023**

# **ARTICLE I**

## **Membership**

### **Section 1. Requirements for Membership**

- 1.1. Any Ethiopian, Ethiopian-Canadian, of Ethiopian heritage and their spouses may become a member of the Ethiopian-Canadian Solace Society (Idir) in Edmonton provided that he or she:
  - a) Made a written application for membership therein;
  - b) Agree with the terms and conditions of the Membership Agreement;
  - c) have been approved by a majority vote of the Society's Board (hereafter the Board) if joining after the formation of the Society;
  - d) Agreed to comply with and be bound by the Articles of Incorporation and Bylaw of the Society and any policies, rules and regulations adopted by the Board or a general meeting of the Society, and
  - e) Paid the membership fees herein specified.
  - f) Must be living in Edmonton and environs at the time of joining the Society.
- 1.2. Membership in the Ethiopian-Canadian Solace Society (the Society, hereafter) is not transferrable except as provided in this bylaw.

### **Section 2. Membership**

- 2.1. Membership in the Society shall be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the Board. Such certificate shall be signed by the Chair and by the Secretary of the Society and the Society logo shall be affixed thereto.
  - 2.1.1. Membership registration shall take place in person. For a family registration, both the wife and the husband must be present in person during registration.
- 2.2. No membership certificate shall be issued until a membership registration fee has been fully paid. In case a certificate is lost, destroyed or mutilated, the Board will issue a new certificate automatically for any member in good standing.
- 2.3. There will be one membership per family. The membership certificate shall contain the names of all the family members. Children up to the age of 18 or if in school up to the age of 22 are considered part of a family.
  - 2.3.1. A family may include a couple or a single mother or a single father and their children (whether the children are biological or adopted), nieces, nephews, or anyone up to the age of 18 (or 22 if in school) living with the family on a regular basis. A couple living in a common law relationship are considered a family as long as they live in the same house.

- 2.4. Children above the age of 22 shall, if they wish, become members of the Society on their own whether or not they live with their parents.
- 2.5. Application forms shall be filled out accurately and fully; failure of doing so shall lead to termination of membership without any compensation or reimbursement of registration or monthly payments.
- 2.6. New information such as change in marital status and number of children shall be updated. Failure to do so could result in a loss of eligibility for otherwise applicable benefits.
- 2.7. Members may maintain their membership during a period of a temporary (up to a period of a year) relocation of residence as long as they pay their monthly dues on time.
- 2.8. The Society through the Board shall, when informed or made aware, hold a send-off coffee/tea get-together or (make a token gift) for a permanently departing member who has been in good standing for at least three years. The expense for the send-off party or gift shall not exceed \$250.
- 2.9. In cases of a divorce, husband and wife shall apply for separate membership. If children are involved, custody arrangements shall be explicitly stated in their separate applications. No new registration fee shall be required in such a situation.

### **Section 3. Membership Fee and obligations**

The membership fee shall have two components as described herein:

- 3.1. Upon the founding of the Society, each member shall pay a lump sum one time registration fee of \$100 (family) or \$50 (single) upon joining the Society. For members joining the Society after its founding, membership fee shall be as indicated in Section 29.
  - 3.1.1. "Single" includes families of single mothers and single fathers in addition to unmarried individuals.
- 3.2. Registration fees shall be made by cash, cheque, money order or e-transfer.
- 3.3. Each member shall pay a monthly fee of \$10 (single) or \$20 (family) per month as membership fees.
  - 3.3.1. Upon the passing of a Society member, each member shall pay an additional \$30 (family) or \$15 (single) toward covering benefit payouts to be collected during regular monthly fee collection dates.
  - 3.3.2. The payment indicated in 3.3.1 may be waved entirely or the amount reduced in the future when the Board decides the Society has accumulated enough equity to ensure its long term solvency, to be ratified by the general membership.
- 3.4. Monthly in-person payments shall be received by the Board by the first Saturday of each month between 4 and 6 PM or by the date and time determined by the Board in extenuating situations. Post-dated cheques shall be dated for the first day of each month. Alternatively, members can pay their monthly dues via e-transfer by the first Saturday of each month.

- 3.5. Post-dated cheques shall only take normal length of time to clear as recognized and accepted as normal by financial institutions. Bounced cheques or incomplete e- transfers shall be considered failure to pay monthly fees on time and shall be subject to the provisions stated below.
- 3.6. Failing to pay the monthly fee as indicated below may result in the suspension or termination of membership status in the Society as below.
  - 3.6.1. When a member fails to pay his or her monthly fees for three consecutive months, they shall be served a notice from the Board by e-mail and/or text. If the arrears are cleared by the monthly fee collection date of the fourth month, no further action will be taken and the membership status of the member in question will remain intact.
  - 3.6.2. If, however, the member in question fails to clear the arrears wholly by the monthly fee collection date of the fourth month, their membership shall be suspended automatically and communicated to them by the Board. During the suspension period, the member in question shall not be eligible to the benefits accorded members in good standing. The Board shall keep record of the notice for future reference.
  - 3.6.3. If, following suspension, the member in question clears their arrears within the subsequent two months, including the monthly fees accrued during the suspension period, the membership status of the member in question shall be reinstated fully.
  - 3.6.4. If, however, the member in question fails to clear their arrears by the monthly fee collection date of the sixth month, their membership shall be terminated automatically and communicated to them by the Board. The Board shall keep record of the notice for future reference.
  - 3.6.5. A member that received two suspension notices shall be terminated automatically by the third suspension notice.
  - 3.6.6. The Board may wave the suspension or termination of a member in extenuating circumstances:
    - a) if the member in question has been hospitalized and no other family member is available or able to pay the monthly fees; or
    - b) any other justifiable and demonstrable reason is provided to the Board.
  - 3.6.7. There shall be no compensation of monetary or any other kind to a terminated member. However, a terminated member may reapply to join the Society at which point a new registration fee shall apply.
- 3.7. Every member is expected to attend funeral and burial services notified by the Society. Every member is also expected to reach out and express condolences to mourning families including by visiting the mourning family at their residence in accordance to 5.1.9.

#### **Section 4. Termination of Membership**

- 4.1. Any member may withdraw from the Society upon compliance with such uniform terms and conditions as the Board may prescribe. Any Society asset(s) under the custody of the respective member shall be returned to the Society before a withdrawal of membership is accepted by the Board.
- 4.2. In addition to situations stated in 3.6.4 and 3.6.5 above, the Board may, by the affirmative vote of not less than two-thirds of its members, expel any member who fails to comply with any of the provisions of the Article of Incorporation, Bylaw, or policies adopted by the Board.
- 4.3. Before such a member is expelled from the Society i) the Board shall give the member in question a written warning; ii) the 'non-compliance' behavior must have continued for at least a month after written warning was served; and (iii) an opportunity has been provided for a hearing before the Board.
- 4.4. Upon the withdrawal or expulsion of a member, the membership of such member shall thereupon terminate.
- 4.5. In case of withdrawal or termination of membership in any manner, the Society will not repay the member any amount of the registration or the monthly fee paid by him or her.

## **ARTICLE II** **Rights and Liabilities of Members**

#### **Section 5. Members Rights**

- 5.1. All members who are in good standing are eligible to all the benefits determined below.
  - 5.1.1. A deceased family member has the right to be buried at a burial site the Society may own in the future. The general membership, upon recommendation by the Board, will determine the charge, if any, for burying a deceased family member on the Society's burial site.
  - 5.1.2. If a family member as defined in this bylaw passes away, the surviving family members shall receive a total of \$10,000 toward covering funeral, burial and other expenses. This amount is subject to change depending on the Society's financial status. Any such change will be determined by the Board and ratified by the general membership at the earliest possible time.
    - 5.1.2.1. There shall be a waiting period of two months before a new member qualifies for the benefit stipulated under 5.1.2.
  - 5.1.3. In the case of no surviving family member, the \$10,000 shall be given to a close relative on next keen basis as verified by the Board. It is up to Idir members to provide the Idir Board a prioritized list of beneficiaries.
  - 5.1.4. It is up to the surviving family member or close relative determined in 5.1.3 above to use the \$10,000 benefit as they see fit.

- 5.1.5. The Society is not liable to funeral or related costs that may not be covered by the \$10,000 benefit.
- 5.1.6. There are no limits to the number of times a member will receive consolation benefits from the Society as long as the member remains in good standing.
- 5.1.7. Consolation benefits may be claimed at any time within a year they were due. Society members may choose to donate all or any portion of the consolation benefit to any charity of their choice or donate it back to the Society itself.
- 5.1.8. The Society through the Board and working with the Ethiopian-Canadian Community Association (ECCA) will offer surviving family members any logistical assistance in the arrangement of funeral, memorial, and burial services.
- 5.1.9. After consulting with surviving members, the Society may inform its members to pay visitation to mourning family members. The Society's Social and Consoling Committee may, upon request by the mourning family and in consultation with the Board, provide support in the coordination and execution of mourning period activities.

#### **Section 6. Non-liability for Debts of the Society**

- 6.1. The Society shall have limited liability in that members individually or collectively shall not be held accountable to the liabilities of the Society. The Society shall as an independent legal entity take responsibility for its liabilities.
- 6.2. The Society shall not be held responsible for the liabilities its individual members may incur on their own. However, the Society shall be liable to any liability that may result from the decisions and actions of its Board members in the course of the conducting of the Society's legitimate business according to the provisions contained in this bylaw and/or the policies the Board may adopt and ratify by the general membership.
- 6.3. Society liabilities may include:
  - a) contractual obligations with a third party entered by the Board in good faith and in accordance to relevant provisions in this bylaw and/or the policies that the Board may adopt;
  - b) Outstanding utility bills
  - c) Mortgage or any a loan secured from a financial institution toward the purchase of a burial site or any asset.
  - d) Any other legitimate liability that has been proposed by the Board and duly ratified by the general membership.

### **ARTICLE III** **Meetings of Members**

#### **Section 7. Annual Meeting**

- 7.1. The annual general meeting (AGM) of all members shall be held to elect Board members and discuss and pass decisions on other business matters.

The Board shall determine the agenda, meeting venue and related logistics and notify members ahead of time.

- 7.2. The Board may organize a second meeting of members in the summer months mainly for socialization purposes. Expenses incurred for meals, beverages and other fun activities shall be within the approved budget as determined by the Board. These expenses shall be reported to the general membership explicitly.
- 7.3. The Secretary shall, by mail, by-email, or text, give written notice of the AGM and the summer meeting not less than ten (10) nor more than fifty (50) days before the date of the events, citing the place, date and hour of the meeting.
- 7.4. Every Society member has the responsibility of attending the AGM in person unless as provided under 10.2 below. Family members may be represented by both or one of the heads of the family.

7.4.1. Failing to attend an AGM in person or through a proxy as provided under 10.2 shall result in a penalty of \$15 per membership.

### **Section 8. Special meetings**

- 8.1. Special members meetings may be called by a majority of the Board members, the Chair or upon a written request of 10% of the Society members. Notice of such meetings shall state the place, the date and hour, and the purpose(s) of the meeting. The meeting notice shall be given not less than 10 nor more than 50 days before the date set for the meeting. No business other than that specified in the notice of the meeting shall be discussed at any such special meeting.

### **Section 9. Quorum**

- 9.1. The presence of the majority (50 plus percent) of Society Members forms a quorum of a general or special membership meeting. Both spouses of a member family can attend a general meeting and each shall count in the determination of a quorum. A proxy, as stipulated in 10.2 below, is counted in the determination of a quorum.

### **Section 10. Voting**

- 10.1. Every single member shall be entitled to one vote. A family shall have two votes. Corporate decisions shall be determined by a majority of the votes cast at a meeting of members.
- 10.2. Each member may appoint a proxy who may attend meetings and cast votes on their behalf. A proxy appointment may be provided to the Board by e-mail or a text message. A member can appoint another member as a proxy, in which case the appointed member can cast votes both on their own behalf and one behalf of the appointer.
- 10.3. If a quorum cannot be established at the first meeting, the Board shall call a second meeting and carry out the business of the meeting with those attending the second meeting. Most business decisions including the

election of Board members can be carried out at the second meeting. However, if the Board in consultation with those attending the second meeting deems a particular decision has far reaching implications to the Society, the Board may call another meeting or solicit votes via e-mails and text messages within a specified time frame determined by the Board. The Board shall provide adequate background information to facilitate members understanding of the issue and the decision required.

## **ARTICLE V**

### **The Board**

#### **Section 11. Board Members Election, Number and Qualification**

- 11.1. The Board shall consist of six (6) persons each of which is a member of the Society. The number of Board members may be changed by a general meeting of members and will be reflected by an amendment of this bylaw.
- 11.2. The Board shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and two members without a portfolio.
- 11.3. No two or more Board members shall belong to the same family.

#### **Section 12. Manner of Election**

- 12.1. The Board members shall be elected at the annual meeting of members by a plurality of votes.
- 12.2. Board members nominations could be facilitated by an election committee established by a general meeting.
- 12.3. Every Society member in good standing is eligible to vote and/or run for Board positions.

#### **Section 13. Term of Office**

- 13.1. The term of office of each Board member shall be two (2) years. To ensure continuity and smooth transition of leadership, the resignation and appointment of Board members may be conducted in a staggered manner.
- 13.2. A Board member may be re-elected for up to three consecutive terms.

#### **Section 14. Duties and Powers**

- 14.1. The highest governing body of the Society shall be the general meeting of Society members.
- 14.2. The Board members shall have control and management of the affairs and business of the Society between AGMs. The Board members shall in all cases act as a Board, and the act of a majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be the act of the Board, provided a quorum is present.
- 14.3. The Board may, by a decision of a general membership meeting, hire a manager or other employees to run the day-to-day activities of the Society on the basis of duties specified by the Board. The Board shall establish the



compensation of the manager and other employees on the basis of direction given by a general meeting of Society members. The Board applies a competitive process in the hiring of a manager or any other employee of the Society.

14.4. The Board may establish a Social and Consoling Committee, Capacity Building Committee, an advisory committee and others as necessary to fulfill the mandates and aspirations of the Society. Members of these committees shall be elected at a general meeting of the Society.

14.4.1. The terms of these committees shall be two years. Members of these committees may be elected for up to three consecutive terms.

### **Section 15. Board Meetings**

15.1. The Board shall meet regularly as shall be determined by the Board. Regular Board meeting dates, time, and venue may be communicated to Society members as information. Individual members can raise issues that may be addressed at the Board regular meeting.

15.2. Special meetings of the Board may be called by the Chair at any time; the Chair must upon the written request of two (2) Board members call a special meeting. No notice need to be given of any regular meeting of the Board. Notice of special meetings shall be served to each Board member in writing sent by mail or e-mail or a text message. The notice of special meeting shall specify the time, place, and purpose of the meeting. A meeting of the Board can take place in person or virtually.

15.3. The Board may adopt rules and regulations for the conduct of its meetings and the management of the Society as it deems proper, consistent with this bylaw.

### **Section 16. Quorum.**

16.1. At any meeting of the Board, the presence of a majority of the Board shall be necessary to constitute a quorum. If the Chair cannot attend the Board meeting, the Vice-Chairs must be in attendance to conduct a Board meeting.

16.2. If both the Chair and Vice-Chair are unable to attend the meeting, the secretary can chair a meeting with delegated authority from the Chair or the Vice-Chair. Delegation of authority has to be given in writing.

### **Section 17. Compensation**

17.1. No Board member shall be entitled to any compensation for his or her regular Board duties.

### **Section 18. Vacancies**

18.1. Any vacancy in the Board shall be filled as promptly as possible. If the vacancy involves the Chair, the Secretary or the Treasurer, special meeting of members shall be called if the regular AGM is more than three

months away. For other Board vacancies, a special meeting shall be called if the AGM is more than six months away.

- 18.2. If a vacancy is created for the position of the Chair, the Vice-Chair will act as the Chair until a special membership meeting or the AGM takes place.
- 18.3. If a vacancy is created for both the positions of the Chair and the Vice-Chair, the Secretary will act as the Chair until a special membership meeting or the AGM takes place.
- 18.4. If a vacancy is created for the position of Vice-Chair, secretary, or treasurer, the Chair will appoint another Board member to the vacancy until a special membership meeting or the next AGM takes place.

### **Section 19. Removal of Board members**

- 19.1. Any Board member may be removed, with or without cause, at any time, by a vote of the majority of the Society members holding a special or general annual meeting.

### **Section 20. Resignation**

- 20.1. Any Board member may resign his or her position at any time, such resignation to be made in writing and to take effect immediately.

## **ARTICLE V Board Duties**

### **Section 21. Chair**

- 21.1. The Chair shall preside at all meetings of the Board. He/She shall also preside at all meeting of the Society members.
- 21.2. The Chair shall present a report of the state of the business of the Society at each annual meeting of members.
- 21.3. The Chair calls the regular and special meetings of the Society members and the Board in accordance with the requirements of this bylaw.
- 21.4. The Chair shall sign and execute all contracts in the name of the Society and all notes, drafts or other orders for the payment of money.
- 21.5. The Chair shall sign all membership certificates.
- 21.6. The Chair shall ensure all books, reports, statements and certificates are properly kept and filed as required by law.
- 21.7. The Chair shall enforce this bylaw and perform the entire duties incident to the office and which are required by law, and, generally, shall supervise and control the business and affairs of the Society.

### **Section 22. Vice-Chair**

- 22.1. During the absence or incapacity of the Chair, the Vice-Chair shall perform the duties of the Chair and when so acting, shall hold all the powers and be subject to all the responsibilities of the office of the Chair.

### **Section 23. Secretary**

- 23.1. The Secretary shall keep the minutes of the meetings of the Board and of the general membership meetings in appropriate books.
- 23.2. The Secretary shall attend to the giving of notice of special meetings of the Board and of all the meetings of the members of the Society.
- 23.3. The Secretary shall be the custodian of the records of membership list, membership applications, membership cards, Board meeting minutes, Board communications and other documents that arise from the Boards activities that are relevant to his/her duties. These records are to be kept confidentially and securely.
- 23.4. The Secretary shall keep a book or record containing the names of all persons who are members of the Society with their residence and names of their family members. A copy of membership applications shall also be retained.
- 23.5. The Secretary shall attend to all correspondence and present to the Board at its meetings all official communications received.
- 23.6. The Secretary shall perform all the duties incident to the office of the Secretary of the Society.

### **Section 24. Treasurer**

- 24.1. The Treasurer shall have the care and custody of, and be responsible for, all the funds and assets of the Society, and shall deposit the funds in the name of the Society in such bank accounts as the Board may designate, and ensure expenses and liabilities are paid out in time and properly.
- 24.2. The Treasurer along with the Chair shall make, sign and endorse, in the name of the Society, all the checks, drafts, notes and other orders for payment of money and pay outs under the direction of the Chair or the Board.
- 24.3. The Treasurer shall keep accurate books of account of all the businesses and transactions of a monetary nature confidentially and securely and shall at responsible hours exhibit books and accounts to the Board Chair and other Board members when requested.
- 24.4. The Treasurer shall render a report of the condition of the finances of the Society at each regular meeting of the Board and at such other times as shall be required, and shall make a full financial report at the annual meeting of the members.

## **ARTICLE VI** **Audits**

### **Section 25. Audit Committee**

- 25.1. The Society shall establish a standing Audit committee consisting of up to three members of the Society elected by a general meeting. The Audit Committee shall be elected every two years.

- 25.2. The Audit Committee examines the status of the Society's finances, assets, and functions and prepares reports for the general meeting.

## **ARTICLE VII**

### **Membership Certificates**

#### **Section 26. Certificates**

- 26.1. Membership in the Society shall be represented by membership certificates approved by the Board and signed by the Chair or Vice-Chair and by the Secretary.

#### **Section 27. Non-transferability of Membership**

- 27.1. Membership is not transferable to a third party in any manner. However, a family member, included in a membership card, may carry on the membership status of the family if the head of the family can no longer continue to represent their family for any reason other than termination decision by the Board.

#### **Section 28. Non-refundability of Registration and Monthly Membership Fees**

- 28.1. No member shall, upon the withdrawal or termination of his or her membership, be refunded in full or in part the registration or the monthly membership fees he or she paid.

#### **Section 29. Joining the Society After its Founding**

- 29.1. Anyone defined in 1.1 can join the Society at the time of or after the founding of the Society.
- 29.2. A new member joining the Society within a year of the founding of the Society shall pay the registration fee stated in 3.1 and the cumulative monthly fees up to the date they become a member. The registration fee for joining the Society any time after one year of the founding of the Society shall be \$500 for families and \$250 for singles.

## **ARTICLE VIII**

### **Society Assets and Liabilities**

#### **Section 30. Society Assets**

- 30.1. The Society may own assets that are essential to conduct its operations. These assets may include an office or office space, office furniture, burial land, electronic devices such as computers, printers, scanners, phones, and other assets that may be determined by the Board.
- 30.2. The Board shall seek approval and guidance from the general membership regarding major assets the Society may want to acquire.

- 30.3. Commensurate to its legal status and legal requirements, the Society's cash assets may be invested in very low risk, interest bearing financial investments ensuring there is always enough cash to cover potential consolation payouts. The Board shall about such investments and seek further direction.
- 30.4. Society members may, in addition to their monthly membership fees, also decide to make a one-time contribution toward acquiring an asset deemed beneficial or necessary for the Society.
- 30.5. Accumulated cash assets may be used for other purposes than consolation payouts insofar as permitted by law and determined by the general membership. These disbursements may include making donations to worthy social causes or supporting community programs.

### **Section 31. Society Liabilities**

- 31.1. The Board may borrow funds from a recognized financial institution toward acquiring assets deemed beneficial or necessary for the Society.
- 31.2. Liabilities to be incurred must be first approved by the Society members during the annual general meeting or special meeting. No part of the liabilities shall be attributed to any member of the Society except as in 31.4.
- 31.3. The Board members shall not be held responsible for any financial shortfalls incurred or assets destroyed in the course of conducting proper Society business. However, any Board member that has embezzled Society cash or other assets shall be held liable to the fullest limits of the relevant law.
- 31.4. An operating loss shall be apportioned to Society members during the year of the loss so that such loss will, to the extent practicable, be borne by the members on an equitable basis.

## **ARTICLE IX Bills, Notes, etc.**

All bills, notes, checks, drafts warrants or other negotiable instruments of the Society shall be made in the name of the Society and shall be signed by the Board Chair and the treasurer.

## **ARTICLE X Offices**

The office of the Society shall be located at the Ethiopian-Canadian Community Association in Edmonton. The Board may change the location of the Society office within Edmonton as necessary.

## **ARTICLE XI Dissolution and Property Interest of Society**

The Ethiopian-Canadian Solace Society (Idir) in Edmonton shall be dissolved, for any reason other than legal reasons, only if 75 percent of the members vote in

favor of the dissolution. Upon dissolution, after all debts and liabilities of the Society have been paid, the remaining property and assets of the Society shall be donated to the Ethiopian Canadian Community Association in Edmonton.

## **ARTICLE XII**

### **Amendments**

This bylaw may be amended, repealed, or a new bylaw adopted by a Special Resolution at a General Meeting for which Society members are notified in advance not less than ten (10) nor more than fifty (50) days before the date of the meeting. For repealing or adopting a new bylaw, a minimum of two-thirds of the members must vote in favor of this Special Resolution in order for it to be effective.

## **ARTICLE XIII**

### **Fiscal Year**

The fiscal year of the Society shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December in each year.

This bylaw was amended and duly adopted by the Society on the 28<sup>th</sup> day of January, 2023.