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BYLAW

THE OROMIAN COMMUNITY ASSOCIATION OF NORTHERN ALBERTA (OCANA) GREATER EDMONTON AREA

Preamble

The Northern Alberta Oromian Community Association (OCANA) as a social, cultural and ethnic-based community association was born out of the need of an organized approach to find solutions for problems that affect the well-being of the Oromo people living in the Greater Edmonton area. It is a not-for-profit community association that provides educational, social, economic, and cultural services to the Oromo community in the Greater Edmonton Area.

This constitution and bylaws govern the administration and procedures of operations of the association. It is the legal means for attaining the objectives of the association and does not end in themselves.

The association adopted its first constitution and bylaws 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 bylaws 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 endeavor to strengthen harmony among its members. Hence, OCANA hereby sanctions its revised Constitution and Bylaws.

Mission Statement

Our mission is to bring all Oromo residing in the Greater Edmonton Area, regardless of their creed, political beliefs, sex, age or disability, into 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. OCANA is committed to addressing 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

Article I
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 bound by the principles outlined in this constitution.

Article II
Office and Address

The office address of the community is in Edmonton and the office address: 9636 105 A ave NW Edmonton, AB T5H 0M4.

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Article III
Objectives

The Objectives of the Association

a. To promote unity, friendliness, brotherhood and sisterhood among Oromos in the greater Edmonton Area

b. To act as an umbrella organization representing the collective social, cultural, civic, and community interests of the Oromo people residing in the Northern Alberta and Greater Edmonton Area.

c. 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.

d. To inform Oromian newcomers of social services available in Canada in general and in Edmonton, in particular, to help them in a smooth integration into Canadian society to enhance their understanding of multiculturalism and diversity

e. 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.

f. To organize and coordinate social events and cultural activities to promote get-togetherness and mitigate isolation

g. 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 community development programs.

h. To create an atmosphere for Oromo youth that helps them to stay away from wrongdoings

i. Provide language translation services and organize workshops on issues benefiting families, youth, and other members of the community

j. 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.

k. To assist members of the association who may encounter a calamity or unforeseen financial difficulties

Article IV
Operations

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

Article V
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 of age or older when requests membership can be a member (in accordance to 5.2 and 5.3 below)

5.1.2 Associate members as approved by the Board.

5.1.3 The members of the Association shall be subscribers to the objectives and Bylaws.

5.1.4 Membership is 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 All membership applications shall be submitted to the Executive Committee and upon approval, the applicant shall be a member.

5.2.2 An applicant who has been refused membership may resubmit 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 and funding

5.3.1 The main funding sources of the association are membership fees, occasional fundraising, donations and grants.

5.3.2 The fiscal year is from January 1 to December 31. Membership dues received after December 15, may be applied to the following year.

5.3.3 The annual membership fee shall be determined, from time to time by the board of directors

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

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

5.3.6 Members support and willingly participate in the association's fundraising events

5.3.7 Membership fees and all funds collected by the association through fundraising or donations are non-refundable.

5.4 Rights, Responsibilities and Privileges of Members

5.4.1 Any member in good standing is entitled to:

a. Receive notice of meetings of the Association;

b. Attend the Annual General Meeting of the Association;

c. Speak at any meeting of the Association; and

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

e. The only members who can vote at meetings of the Association are members in good standing

f. A member is in good standing when:

1. The member has paid all required membership fees, unless such fees have been waived for individuals who actively provide service as a member of leadership.
2. The member is active with attendance and participation in OCANA activities.
3. The member is not engaged in any activities that constitute a conflict of interest
4. The member is not under suspension

5.5 Suspension and Termination of Members/Membership

5.5.1 The Board of Directors shall have the authority, by a three-fourths majority vote, to suspend any individual member upon a determination of reasonable grounds. Such grounds include one or more of the following, but are not limited to:

1. The member's conduct has been determined to be improper and unbecoming
2. Member's actions will likely to endanger the interest or reputation of the Association
3. A member who willfully commits a breach of the Bylaws of the Association.
4. A member who engages in a conflict of interest, including:
   - Holding a membership in a similar community association in the same geographical area and/or
   - Being found to actively undermine OCANA's activities, services and reputations.
5. The member is party to a legal dispute with OCANA that has not yet been settled.
6. A member commits illegal actions related to or outside of the association's business

7. A member found to have engaged in actions or activities that negatively affect the unity of the association and the Oromo community as a whole
8. The member is not in good standing as per section 5.4.1 f

5.5.2 No member shall be suspended without being notified of the reason or complaint against them or without being first given an opportunity to be heard by the Board 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 of a member. Depending on the reason for the suspension, a reinstatement decision can be made by a two-thirds majority vote of the Board or a 50 percent plus majority support of members present during the General Assembly meeting.

5.5.4 A member who, after reinstatement, continues to violate the OCANA bylaws will be given the opportunity to appear before the Board to showcase why they should not be expelled. The Board 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 be 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:

a. Instigating violence or challenging someone to fight in a community event;
b. using offensive words in a community event likely to incite violence;
c. shouting in a community event intending to incite violence or unlawful activity;
d. bullying another member on or near the community event,
e. damaging a property pertaining to the association or its members
f. If property damage occurs, the person involved will be responsible for the damage.
g. Upon the 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.

h. Any member who withdraws or is expelled from the Association shall forthwith forfeit all rights, claims and interests arising from or associated with membership in the Association.

i. The Membership ends upon death or self-withdrawal or suspension of the member or dissolution of the Association

Article VI
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 and Auditors, 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 serve and to uphold the terms of this constitution,

6.2.4 not suspended or disciplined from the association,

6.2.5 not have been convicted of an indictable offence.

6.3 **Nominations for the Executive Committee, Board of Directors, and Auditors shall be presented at the Annual or Special General Meeting. Each nominee must confirm their willingness to serve if elected and must be seconded.**

6.3.2 The nominee must be willing to serve and uphold the terms of the Constitution.

6.3.3 Voting at elections shall be by secret ballot or any applicable form acceptable to the general assembly

6.3.4 All Board and Executive members shall be elected by a majority vote of the members

6.3.5 Each member shall be entitled to one vote only for one position.

6.3.6 There shall be no vote by proxy.

6.3.7 In case of a tie vote, the chairperson of the electing committee shall cast a tie-breaking.

6.3.8 Decisions shall be made by a simple majority

6.3.9 Any Oromo who may not happen to be a member of the community may attend general meetings. Such a person, however, shall not have voting rights until such time he/she becomes a member.

Article VII
Governance

7.1 Board

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

7.1.2 The Board shall be subject to the Constitution, and 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 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 the 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 the 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 Directors (the governance org-chart of the association is included in appendix).

7.2.6 Members of the Executive Committee of the association particularly the chair, vice chair, secretary and treasurer shall attend board meetings and discuss the association's business with the board.

7.3 Election of the OCANA Leadership

7.3.1 Nomination Committee for the election of the leadership body of OCANA shall be elected by the members at least 1 month ahead of an election date.

7.3.2 The Nomination Committee shall solicit nominations in advance of the General Assembly for the purpose of electing the Association's leadership. The Committee shall present at least:

1) 11 candidates for the Board of Directors,
2) 11 candidates for the Executive Committee, and
3) 3 candidates for the Auditors.

7.3.3 The Nomination Committee shall present all nominees (candidates) to the Member Assembly for approval prior to the commencement of voting.

7.3.4 If any objection is raised against a nominee (candidate), her or his eligibility to stand shall be determined by a simple majority vote (50% plus one) at the assembly.

7.3.5 Members of the leadership body shall be elected at the General Meeting for a two-year term. Former OCANA Directors and Executive Committee members shall be eligible for re-election to the leadership body if nominated by the nomination committee and supported by OCANA members.

7.3.6 One term is two years' service for the Association's elected officials. It shall start on the day an election takes place and end on the last Saturday of the same month in 2 years.

7.3.7 The election of the members of the leadership body may be by a show of hands or secret ballot.

7.3.8 Members of the leadership body shall be drawn only from the membership.

7.3.9 Within a week of the election general meeting, the elected Executive Committee shall assign their chair, vice chair, secretary and treasurer by consensus. The elected Board of Directors also assigns their chair, vice chair and secretary.

7.3.10 Within two to three weeks of the election general meeting, the elected Board members shall assign the Chair, Vice-Chair, Secretary, and other relevant positions. An elected member shall be assigned to a position as much as possible by consensus if not by more than fifty percent vote and the member nominated for the position shall not vote.

7.3.11 Within two to three weeks of the election general meeting, Elected Executive Committee members shall assign the Chair, Vice-Chair, Secretary, and other relevant positions. An elected member shall be assigned to a position as much as possible by consensus if not by more than fifty percent vote of the elected members and the member nominated for the position shall not vote.

7.3.12 All members elected for Chair, Vice Chair, Secretary and other relevant positions shall be presented to the board of directors for approval. The board of directors reviews and approves all or part of the positions or requests the change of one or more of the assigned individuals.

7.3.13 Once the positions are approved, the board shall immediately notify the member assembly

7.3.14 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 monthly and additional meetings are scheduled as required. Additional board meetings can be requested by the 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 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 and 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 an effort to attend through a 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 meetings. If the secretary is unable to come to a meeting for unforeseen circumstances, one of the directors needs to record the minutes of the meeting and pass it 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 the discretion of board members.

7.5 **Remuneration**

7.5.1 All directors provide voluntary service and shall not receive any remuneration for regular duties and services rendered in the greater Edmonton area as a board member.

7.5.2 However, a director may be eligible to receive remuneration from the Association if he/she is given special tasks to carry out in addition to his/her regular voluntary duties (extracurricular activities) and approved by members of the Board of Directors.

7.6 Duties of the Directors of the Association

7.6.1 **Board Members**

a. Serve on committees

b. Attend board and assigned committee meetings and Annual General meetings.

c. Coordinate, facilitate and support special events of the Association.

d. Support and participate in fundraising events.

e. Review and approve policies, directives, procedures and other recommendations received from the board members, permanent committees, Executive Committee and member assembly.

f. Monitor all policy documents, directives, and procedures that are followed

g. Review policy manuals and directives yearly or as required, approve changes and notify the membership.

h. Review bylaws every year, approve recommended changes and notify the membership. The recommended bylaw amendments must be reviewed and approved by the member assembly through consensus or by majority vote.

i. Participate in the development of OCANA's Organizational plan and annual review.

j. Review and approve quarterly and yearly plans and reports

k. Review and approve OCANA's budget.

l. 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.

m. The board will assign the signatories for special programs and projects such as refugee sponsorship, grant applications and all contractual documents of the association.

7.6.2 **The Chair**

a. Calls the meetings and sets the agenda of the Board with input from Board Members.

b. Present at all meetings of the Board and all general meetings of the Association. He/she shall see that all resolutions and orders of the Board are carried into effect.

c. Attends Executive Committee meetings and discusses the Association’s long and short-term business plan upon request by the executive committee.

d. Leads reviews and approves annual general meeting reports

e. Submits a board report of the preceding year for the Annual General Meeting.

f. Represents or assigns board member/s to represent the Association for all

external affairs

g. Ensures that Board members remain in their governance role and Executive Committee, Technical Committee and Volunteers implement and properly manage programs and Services.

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

7.6.3 **Vice-Chair**

a. Presides at meetings in the Chair's absence. If the Vice-Chair is also absent, the Directors shall appoint a Chair for the meeting.
b. Performs the duties and exercises the powers of the Chair in the absence or disability of the Chair.
c. Performs other duties from time to time when asked to do so by the Chair or the Board members.

7.6.4 **Secretary**

a. Prepares and keeps accurate minutes of all Board meetings
b. Keeps or causes to be kept a record of Board members,
c. Notifies member assembly and Board Members of meetings as required.
d. Keeps record of Board attendance and makes sure there is a quorum at meetings.
e. Records all motions and decisions of meetings.
f. Distribute draft minutes to receive comments from attendees and signs and distribute the final copy to all board members.
g. Prepares a board report of the preceding year for the Annual General Meeting.
h. Performs any other duties as prescribed by the Board.

7.6.5 **Directors-at-Large**

a. The Board 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 employment 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 and approved by the Board of Directors.

b. All employment applications must be reviewed by the 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 executive committee may present recommendations but the board sets all hourly rates or lump-sum payments of contract employment.

c. The Board assesses the existence of a conflict of interest on a case-by-case basis and makes decisions by simple majority vote

d. 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.

e. Based on experience and knowledge of the association, a board member/s can be assigned to work on specific projects or tasks with remuneration by the approval of the board directors. When such discussions and approvals are made, the subject member must be excused.

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 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 carrying out specific non-standard tasks or if she/he is assigned to carry out special tasks in addition to his/her assigned regular duties as a member of the executive committee by the approval of the board directors.

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

7.8.4 Recommendation of remuneration 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 funds before sending it to the board of directors for approval.

7.8.6 The Board evaluates individual remuneration recommendations separately and any form of payment is made only if approved by the Board of Directors by consensus or simple majority vote. The board has full right to request an explanation to approve, change, 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 an 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

a. Carry on all day-to-day business activities of the Association by following the policies, directives and guidelines of the Association.

b. With the support of the board and members, develop, coordinate and execute short and long-term work plans of the association

c. Propose the formation of technical committees and ad-hoc committees

d. Manage, schedule and direct committee meetings

e. Schedule General Meetings in discussion and collaboration with the board.

f. Plan and conduct special events of the Association.

g. Coordinate, facilitate and lead fundraising events in collaboration with the board based on fundraising guidelines

h. Propose appropriate changes: bylaws, operation or procedure manuals, directives and other recommendations as required and send them to the board for review.

i. Prepare quarterly and yearly plans and reports and present them to the board for review and approval

j. Prepare OCANA's budget and present it to the board for review and approval.

k. Carry out OCANA's Organizational plan and annual reviews.

l. 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.

m. The Executive Committee may from time to time appoint volunteers, members, consultants, other committees and agents to perform duties with the approval of the board.

n. Propose hiring persons on a 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 Attends board meetings and discusses the association business with the board as required

7.10.2 Answers questions regarding the committee activities

7.10.3 Call the meetings and sets the agenda 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 executive committee meeting of the association.

7.10.6 Submits a report of the preceding year for the Annual General Meeting in collaboration with the Board.

7.10.7 Acts as the spokesperson for the Association for Internal Affairs

7.10.8 Acts as a signing officer along with the Treasurer and/or Secretary for all cheques and other financial documents based on the Association’s financial guidelines.

7.10.9 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 board meetings and discusses the association

business with the board as required if the 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 functional teams and perform duties as assigned

7.12 Secretary

7.12.1 Serves on the Executive Committee

7.12.2 Attends board meetings as required

7.12.3 Discuss the association business with the board if the chair and vice chair are absent

7.12.4 Prepares and keeps accurate minutes of all executive committee and 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 internal affairs

7.12.9 Records all discussions and decisions of meetings.

7.12.10 Distributes to attendees and gathers comments and updates minutes to confirm

accuracy.

7.12.11 Distribute and keep 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 deposits into the Association's applicable accounts.

7.13.3 Accountable for the funds of the Association and ensure that all necessary financial 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 an 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 executive committee and the Board for review.

7.13.6 Acts as an alternate signing officer along with the Chair, and/or Secretary for all cheques and other financial documents based on the association's financial guidelines

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 board and annually to the member assembly.

7.14 Resignation, Removal and Replacement of Directors and Committee Members

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

7.14.2 In the event that the member of the executive committee or board of directors is absent from three consecutive meetings without just cause, the official will be served a warning letter for his or his absence from performing his or her duties.

7.14.3 If the member's attendance doesn't improve after the warning letter is served, the board or the executive committee shall pass a motion to excuse the official's absences or give warning or expel from his/her responsibility.

7.14.4 Other possible reasons for which a director or a committee member shall be removed from his or her responsibility:

a. 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.
b. Soliciting payment or favor for voluntary services he or she provides to members as a member of the executive committee or board of directors

c. Posting or distributing formal information or data through social media or by any means without knowledge and approval by board directors
d. Posting or sharing divisive and misleading information which will impact business activity, member assembly confidence, unity and solidarity of members and reputation of the Association

e. Having or allowing conflicts of interest. Officials are not allowed to put their own personal interests or the interests of the organization they are affiliated with above the interests of the association when they are conducting the Association's business.

f. Intentional or unintentional misconduct that will have an 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

g. Criminal behavior, mischief actions related to the association's business activities and fraudulent behavior about financial issues

h. Asking or receiving payment for personal use from refugees or their families/friends in exchange for giving them OCANA sponsorship or if it is proved

that he/she received illegal financial gains linked to OCANA sponsorship or services.

i. All elected directors or committee members are expected to show a high standard of good behavior and therefore all activities or comments that don't align with the association's objectives and/or Oromo society's social and religious norms: showing signs of disrespect and/or comment to discredit elders, religious leaders, and member assembly based on gender, opinion differences, political views and any other differences.

j. Illegal or mischievous actions related to or outside of the association's business

k. Actions or activities that will negatively impact the unity of the association members and Oromo society

l. Coordinating or requesting fundraising events using the OCANA assets, webpage, or social media accounts created for OCANA business without the approval of the board of directors

7.14.5 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.

7.14.6 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.

7.14.7 Complete expulsion of an executive committee member can be considered and presented to the board by more than fifty percent vote of the executive committee members or voluntary application of the official to fully resign with strong reason.

7.14.8 The board shall always carefully review the request for a change of positions and the associated reason to approve or recommend other alternatives. The board decision is final and further consideration is not required, but the board needs to notify the members assembly.

7.14.9 The board shall also carefully review the expulsion request of an executive committee member and approve or reject it through a majority vote of the board members. If the request is approved by the board it will be presented at a special

general meeting and explained to the member assembly. .

7.14.10 A vote of confidence can be called by consensus or more than fifty percent vote of the executive committee and/or board of Directors. A vote of confidence can also be requested by members if more than fifty percent agree.

7.14.11 If an individual is excused from her/his responsibility as an 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.

7.14.12 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 the City's bylaw officers and/or follow legal means to enforce the decision.

7.14.13 If there is a vacancy among 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 needs to be approved by the 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.

7.14.14 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.

7.14.15 Under no circumstances a board of directors is transferred to the executive committee and/or an executive committee member is transferred to the board without full endorsement of the members' council through vote.

7.15 Auditors

7.15.1 Auditors team shall include at least Chief and assistant

7.15.2 Review balance sheets, income statements, and cash flow statements to ensure accuracy, completeness, and proper presentation.

7.15.3 Assess the effectiveness of the systems, procedures, processes, and controls in

place to manage and protect the association's financial and physical assets, as well as its overall reputation.

7.15.4 Ensure that all relevant standards, policies, and the association's procedures are upheld in managing its assets and delivering services to its members.

7.15.5 Duties:

1) Plan and conduct audit procedures in accordance with the association's policies and applicable standards.
2) Prepare and maintain detailed records of all audit work, findings, and conclusions.
3) Report audit results to the Board, management, and members through formal written audit reports.
4) Recommend improvements to the association's work process, financial management, asset management, internal controls, and overall operational efficiency.
5) Investigate potential fraud or financial/asset mismanagement, when necessary, using appropriate audit and investigative techniques.

7.16 Elders Council

7.16.1 The elders council is established to serve members in alignment with the traditional responsibilities of elders in Oromo society, reflecting its cultural values and norms in serving their community.

7.16.2 Elders council members are elected from the general membership to serve the community and provide support to the organization's leadership

7.16.3 The Elders Council will collaborate closely with the OCANA Board of Directors and the Executive Committee to support the organization's objectives and strengthen its governance.

7.16.4 The primary responsibilities of the Elders Council include, but are not limited to, the following:

- Providing guidance to OCANA leadership on organizational procedures and work processes whenever needed.
- Conducting fair and impartial reviews of grievances between members and OCANA leadership, with the goal of resolving issues and fostering mutual understanding

- Reviewing complaints or conflicts that OCANA leadership has not been able to resolve in a timely manner, ensuring fairness and offering appropriate recommendations.
- Promote respect for Oromo culture, values, norms and unity, while fostering harmony among members and advancing their shared interests.

7.17 Public Relations Council

7.17.1 Elected members shall reflect the diversity of Oromos in Greater Edmonton and the Area. They shall consist of leaders (representatives) from different Oromo-affiliated non-political self-help-groups/organizations and religious institutions (centres)

7.17.2 Composed of 11 or more members depending on the size of existing Oromo affiliated self-help groups and religious institutions in the association's area of outreach

7.17.3 Council members encourage and engage members of their respective group or institution in community membership, activities and events

7.17.4 The council members collaborate and closely work with executive committees and board and serve as a bridge between diverse Oromo groups and institutions such as "Affoshas", religious institutions, civic organizations and the OCANA leadership to foster unity of Oromo society

7.17.5 The council will bring the concerns of individuals and groups to the executive committee and board of directors and facilitate discussions to address concerns

7.17.6 Facilitate the flow of information between community leaders and their respective members.

7.17.7 Transfer messages and/or information from community leaders to their members, in addition, the association's formal communication during special events and activities

7.17.8 Bring any individual or group concern (with their members) on the community to the attention of the association leaders (executive committee/board or Directors)

7.17.9 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 the involvement of all levels of Oromo society in community activities and events

7.18 Protection and Indemnity of Directors and Committees

7.18.1 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.

7.18.2 The Directors and Executive Committee members 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 or Executive Committee members 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

Article VIII
Audits, Accounts and Records

8.1 Fiscal Year and Auditing

8.1.1 The fiscal year of the Association shall be from 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 to the board by the auditor and presented 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 a member with good standing of the Association upon giving reasonable request, arranging a time satisfactory to the officer or officers, if his/her request is supported by a simple majority of members at special general meeting and as long as the purpose of the request doesn't compromise the confidentiality of the association. Each member of the Board and executive committee shall at all times have access to such books and records on need basis for duties and services of the association.

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 in OCANA office, unless the executive committee proposes and the Board approves otherwise.

8.2.4 Any written correspondence that represents the position of the Association should at least bear a signature of the designated person and the official seal or letterhead.

8.3 Signing Authority for the Association

8.3.1 The Chair, Secretary and designated person of the board shall have authority to sign documents for all external affairs on behalf of the Association.

8.3.2 The Chair, Secretary and designated person of the executive committee shall have authority to sign documents for all internal affairs on behalf of the Association

8.3.3 The Treasurer, Chair and one of the designated persons (Chair, Secretary) of the executives shall have the 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 the Board of Directors and executive committee's meetings shall be kept at the Office of the Association or by their respective Secretary or by other means as directed by the Board of Directors

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. The treasurer and at least one leadership member shall be present during the view of the records.

8.4.4 Other records of the Association are also open for viewing, 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 are not limited: to 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 funds 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 Banks 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.

8.6 Fundraising

8.6.1 Fundraising activities can be coordinated for OCANA business, and humanitarian supports

8.6.2 An application for all fundraising requests which are not for OCANA business must be submitted or presented to and approved by the Board of Directors. Fundraising application requests can be submitted in writing or by presenting at the Board of Directors' meeting.

8.6.3 Fundraising activities for OCANA business must also be discussed with and authorized by the board of directors.

8.6.4 Fundraising request applications must include the purposes and methods of the fundraising and how the funds will be used for their intended purposes

8.6.5 OCANA will not raise funds for political organizations or affiliated organizations.

8.6.6 As an Association, OCANA will not take responsibility for the involvement of individual leadership team members or community members in the fundraising event unless the fundraising event is approved by its board of directors.

8.6.7 As an Association, OCANA will not also take any responsibility for the purposes or methods of utilization of funds raised by individual leadership team members or general members without formal approval of the board of directors

Article IX
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 is given for members to have a chance to propose amendments and then an Annual General Assembly Meeting or Special General Assembly Meeting of the Association be called to amend the 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, and verified by two signing Officers of the Association. Once approved it must be the Corporate Registry of Alberta.

Article X
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 has not passed a Special Resolution naming the not-for-profit organization, the Board is empowered to select the organization. The decision of the Board shall be final.

Appendix I SUMMARY OF OCANA GOVERNANCE

OCANA ASSEMBLY

BOARD **ELDERS COUNCIL** **AUDITORS**

EXECUTIVE COMMITTEE

TECHNICAL COMMITTEES

1) SPONSORSHIP and SETTLEMENT COMMITTEE
➨ Appropriate number of the committee members shall be elected from Executive Committee, from the Board directors and members

2) PUBLIC RELATION COUNCIL
➨ Elected from members; they are representatives from Oromo affiliated non-political self-help groups (e.g. Afoshas) and religious institutions

3) SPORT AND CULTURE COMMITTEE
➨ **5 members:** 1 from executive committee, and 4 elected from members

Other Important Technical Committees to be established and strengthened:
4) Fundraising and Financial Support Committee
5) Health & Safety Education Committee
6) Information and News Committee
7) Language and History Committee
8) Public Affairs & Event Coordination Committee

Appendix II OCANA LOGO AND SEAL

1) Logo

2) Seal

Appendix III: Verifying Officers' Page:

1) Zakir Abamecha, Board Chairperson : Signature_____ Date_____

2) Dereje Berenda, Board Vice Chairperson: Signature_____ Date_____