

Bylaws of the Iranian Canadian Congress

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1. Purpose

- The Purpose of these Bylaws is to create a framework that binds Members of the Iranian Canadian Congress. (Hereinafter referred to as the "Iranian Canadian Congress" or "ICC").

2. Supremacy

- **2.1** These Bylaws are supreme and their provisions shall have binding force on all authorities and persons in the Iranian Canadian Congress.
- **2.2** The Iranian Canadian Congress shall not be governed, nor shall any person or group of persons take control of the Corporate Governance of the Iranian Canadian Congress or its Administration or any of its Committees, except in accordance with the provisions of these Bylaws.
- **2.3** If any other law is inconsistent with the provisions of these Bylaws, these Bylaws shall prevail unless the inconsistency can be justified by the law.
- **2.4** Unless the authority for any resolution, action, inaction, bylaw, regulation or otherwise can be traced to the provisions of these Bylaws, such action shall be null and void except it can be grounded in the law.
- **2.5** In the event of a conflict between the interests of its general Membership and the interest of any individual Member, person, organization or group, the interests of the Iranian Canadian Congress shall prevail.

3. Citation

- **3.1** These Bylaws may be cited as "Bylaws of the Iranian Canadian Congress".

4. Effective Date

- **4.1** These Bylaws may be cited as "Bylaws of the Iranian Canadian Congress, dated 2013.

5. Definitions

- In these Bylaws, except where otherwise provided in these Bylaws:
- **5.1** "ICC" means, except otherwise stated, the Iranian Canadian Congress.
- **5.2** "Board" means the Board of Directors of the Iranian Canadian Congress.
- **5.3** "By-Law" means regulations, guidelines and policies that are made under these Bylaws. For purposes of clarity, committees and sub-Committees that are setup under these Bylaws have the power to make by-laws that govern their own activities.
- **5.4** "Director" means a Member of the Board of Directors.

- **5.5** "President" is the Chief Administrative Officer to oversee the day-to-day operations of the Iranian Canadian Congress.
- **5.6** "Vice President" is the Administrative Officer who, in the absence of "President", oversees the day-to-day operations of the Iranian Canadian Congress.
- **5.7** "Ex-officio Member" means the immediate past President of the Iranian Canadian Congress.
- **5.8** "Executive Council" mean the Officers of the Iranian Canadian Congress.
- **5.9** "She" or "Herself" or "He" or "Himself" shall denote male or female gender.
- **5.10** "Member" means any member of the Iranian Canadian Congress, duly admitted under the terms of Article 9 of these Bylaws.
- **5.11** "Member in Good Standing" means a Member who has paid her/his dues for all previous years, if applicable, and the current year, but not later than January 31. For purposes of clarity a member whose pledge(s) is still outstanding is not a Member in Good Standing.
- **5.12** "ICC" or "Iranian Canadian Congress" means the Iranian Canadian.
- **5.13** "Iranian Canadian" means any person who is a Canadian citizen.
- **5.14** "Officer" means a Member of the Executive Council.
- **5.15** "ORGANIZATION" means, except otherwise stated, the Iranian Canadian Congress.
- **5.16** "Welfare" means well-being in social, economic, political and cultural spheres.

6. Recognition of Existing Legal Obligations

- **6.1** Nothing in these Bylaws, the by-laws, regulations or the standards or guidelines made under these Bylaws, diminishes in any way the existing legal obligations of any Member, person, association, organization or Government with respect to the Iranian Canadian Congress.

7. Name, Head Office, Corporate Seal and Fiscal Year

- **7.1 NAME:** The Name of the Organization shall be the Iranian Canadian Congress (hereinafter referred to as "ICC").
- **7.2 HEAD OFFICE:** The Head Office of the Organization shall be located in the Province of Ontario, unless otherwise agreed by the General Membership.
- **7.3 SEAL:** The corporate seal impressed on the right (or Left) margin of the Master copy of these Bylaws shall be the Corporate Seal of the Iranian Canadian Congress. The corporate seal shall be in the custody of the President, and in his absence, the General Secretary.
- **7.4 FISCAL YEAR:** The fiscal year of ICC shall run from the first of June to the thirty first of May.

8. Goals & Objectives

- **8.1** The Iranian Canadian Congress (“ICC”) is a not-for-profit, non-partisan and non-religious organization that is committed to the Canadian Charter of Rights and Freedoms.
- **8.2** ICC shall engage in advocacy within the Canadian political sphere for the "Welfare" of its members and the Iranian Canadian community, provided that such activities are consistent with the Canadian Charter of Rights and Freedoms and the principles of democracy, and Universal Declaration of Human Rights.
- **8.3** ICC shall **NOT** act as liaison between its Members and the Iranian communities in Canada, and any representative/lobbyist of the “Islamic Republic of Iran”.
- **8.3** ICC shall **NOT** affiliate or promote affiliation or act as liaison between its Members or the Iranian communities in Canada, and any representative/lobbyist of any government that violates Human Rights or has committed “CRIME AGAINST HUMANITY
- **8.4** ICC shall collaborate with organizations that have common goals and objectives of the ICC.
- **8.5** ICC shall celebrate, educate, and represent the diverse social and cultural activities of Iranian Canadians in Canada.
- **8.6** ICC shall liaise and co-operate with other organizations in Canada, to promote Diversity and a commitment to inclusiveness to all individuals regardless of race, ancestry, place of origin, colour, ethnic origin, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status, financial status or disability.
- **8.7** ICC shall organize programs that aim to educate and inform its Members and society at large of pertinent issues in the area of economics, social, cultural, human rights and politics in Canada.

9. Membership

- **9.1** Membership in ICC shall be open to all persons who meet the definition of Iranian Canadian in Article 5.13 of these Bylaws and is at least 16 years old.
- **9.2** The requirements for Membership shall be as follows:
 - **9.2.1** Every new Member shall fill an Application form, which shall include, but not limited to: (a) full legal name, (b) residential address, (c) telephone number (d) name and phone number of contact person.
 - **9.2.2** A member shall accept the bylaws of the ICC and promote the goals and objectives of the ICC.

- **9.2.3** Every new Member shall pay annual dues of ten dollars \$10.00 in the month of registration.
- **9.3** The dues payable by Members shall be reviewable from time to time by the Membership Committee in conjunction with the Board of Directors and approval of General Membership.
- **9.4** A Member may hold any position on the Board of Directors providing eligibilities as per Section 11.2.

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10. Dues

- **10.1** All dues provided for in these Bylaws shall be due and payable not later than March 31 of each year.
- **10.2.** In case of default of dues, the Membership Committee shall give the defaulting Member a notice in April of the current year before striking the Member's name off the active list.
- **10.3** No Member shall have her/his name entered into the active list for the current year unless she/he has renewed membership and paid dues.

11. Board of Directors

- **11.1.1 COMPOSITION AND OBJECTIVES**
- There shall be a Board of Directors.
- **11.1.2** The Board of Directors shall consist of Nine (9) members elected by the General Membership at the Annual General Meeting as set out in these Bylaws.
- **11.1.3** An objective of the Board of Directors shall be the implementation of Aims & Objectives of the Iranian Canadians Congress.
- **11.1.4** An objective of the Board of Directors shall be to ensure that no Member and/or group place their interests over those of ICC.

- **11.2 ELIGIBILITY**
- **11.2.1** Election to the Board by the General Membership shall be based on individual merit.
- **11.2.2** In order to nominate and/or elect any Member into the Board, the Members participating in the nomination and/or election shall be Members in good standing.
- **11.2.3** The nominator shall convince the Membership of the reasons why the nominee will be an asset to the Board.
- **11.2.4** In order to be elected to the Board by the General Membership, a Member must meet the following criteria:
 - **11.2.4.1** The nominee must be a Member in good standing.
 - **11.2.4.2** The nominee must have been a Member of ICC for a period not less than one year, which should be verifiable from the records of ICC.
 - **11.2.4.3** The nominee must be present in the Membership. A nominee shall not be voted for in absentia.
 - **11.2.4.4** The nominee shall have genuine interest in the affairs of ICC.
 - **11.2.4.5** The nominee must be a Canadian citizen.
 - **11.2.4.6** The nominee must have lived in Canada for at least five years in aggregate.
 - **11.2.4.7** The nominee must never have been convicted of a criminal offence.
 - **11.2.4.8** The nominee must not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.

- **11.2.4.9** The nominee must not have been found to be incapable by any court in Canada or elsewhere.
- **11.2.4.10** The nominee must not have the status of bankrupt
- **11.2.4.11** The nominee must meet any other requirement for membership in a board of directors set forth in applicable law.
- **11.2.5** The Board of Directors shall be authorized to conduct such search and require such supporting documentation reasonably necessary to establish that a director or candidate for the board of directors meets the above requirements.
- **11.2.6** Every nominee to the Board shall have a good working knowledge of these Bylaws.
- **11.2.7** Every nominee to the Board shall answer any Bylaws related questions, posed by the Membership, bearing in mind that the General Membership has the right to ask any questions to test the nominee's knowledge of these Bylaws.

- **11.3: DUTIES OF THE BOARD**
- **11.3.1** The Board of Directors shall be the regulatory, overseeing, and advisory body of ICC.
- **11.3.2** The Board shall elect the President, Vice-President, Secretary and Treasurer from its members.
- **11.3.8** The Board shall advise the General membership of upcoming general election at least three months before the election.
- **11.3.9** The Board shall call for general elections in accordance with the provisions of these Bylaws.
- **11.3.10.** Every Member of the Board shall attend at least 75% of the Board meetings. Absence from meetings for more than 25% constitutes a ground for impeachment and/or removal.
- **11.3.11.** Every Member of the Board shall attend all Board meetings not later than one hour thirty minutes (1.5 hours) after the commencement of the meeting. Lateness to two meetings constitutes one absence.
- **11.3.12** With a 50% + 1, the Board can override the Executive Council and call a general meeting of ICC where the Executive Council has failed to perform its Bylawsal duties - except that such a decision shall be subject to approval by the General Membership.
- **11.3.15** Every Board Member shall abide by all the provisions of these Bylaws and uphold its integrity at all times.
- **11.3.16** The Board shall ensure that the Executive Council and the General Membership complies with the provisions of these Bylaws.

- **11.4 FILLING MID-TERM VACANCIES**
- **11.4.1** Vacancies occurring in the Board of Directors by reason of death, resignation, removal, among others, of one of the three members elected by the General Membership shall be filled by appointment of eligible Members by the Board of Directors, subject to the ratification of the General Membership.

- **11.5 TERM OF OFFICE**
- **11.5.1** The tenure of office of every Board Member shall expire after two (2) years
- **11.5.2** A Board Member who has served two (2) consecutive terms shall not be eligible to serve again in the Board.

12. The Executive Council

- **12.1.1 COMPOSITION, ALLEGIANCE AND POWERS**
- There shall be an Executive Council.
- **12.1.2** The Executive Council shall comprise of the following: President, Vice-President, Secretary, Treasurer, Public Relations Officer, and Ex-Officio Member.
- **12.1.2** The Executive Council shall have the power to spend an amount not exceeding \$1000.00. All spending decisions must be made by a majority of the Executive Council.
- **12.1.3** Every Member of the Executive Council shall be bound by an oath of confidentiality and shall not publish or disseminate any information received in her/his capacity as a Member of the Executive Council, except with the authorization of the President or the Executive Council.
- **12.2 PRESIDENT**
- **12.2.1** The President shall be the Chief Executive Officer of ICC and shall preside over all the meetings of ICC and the Executive council.
- **12.2.2** The President shall oversee all the Officers and their activities. For the purposes of clarity, all Officers shall report to the President directly or to her/his Vice in her/his absence before reporting to the General Membership.
- **12.2.3** The President shall not exercise his voting rights in the Executive Council and in all ICC Meetings except in a case of a deadlock or tie.
- **12.2.4** The President shall be a signatory to all ICC accounts and financial instruments.
- **12.2.5** The President shall have the power to spend an amount not exceeding three hundred Dollars (\$300.00) for any single project in an emergency.
- **12.2.6** The President, upon receiving final reports and/or recommendations of a committee from her/his Vice, shall present those reports and/or recommendations to the General Membership for ratification.
- **12.2.7** The President shall supervise the affairs of ICC and shall keep the Board fully informed of the activities of ICC.
- **12.2.8** The President shall abide by all the provisions of these Bylaws and shall uphold its integrity at all times.
- **12.3 VICE-PRESIDENT**
- **12.3.1** The Vice-President shall be an assistant to the President.

- **12.3.2** The Vice-President shall assume the duties of the President in her/his absence.
- **12.3.3** The Vice-President shall assume the position of President if the President is unwilling and/or unable to complete her/his tenure or is impeached. Such succession shall be automatic.
- **12.3.4** The Vice-President shall be a liaison to all the committees set up by ICC under these Bylaws. For the purposes of clarity, except otherwise stated, the Vice President is not a Member of those committees, but the committees shall report to her/him directly. The Vice President shall in turn report to the President.
- **12.3.5** The Vice-President shall be responsible for organizing all social, political and cultural activities of ICC.
- **12.3.6** The Vice-President shall prepare a summary report of each social, political and cultural event at the end of the event. The Vice-President shall present the summary report to the General Membership and shall submit the report to the Secretary at the end of the meeting for record keeping.
- **12.3.7** The Vice-President shall abide by all the provisions of these Bylaws and uphold its integrity at all times.

- **12.4: SECRETARY**
- **12.4.1** The Secretary shall preside over the secretariat of ICC, and shall ensure that all administrative duties of ICC are properly and timely carried out.
- **12.4.2** The Secretary shall record the minutes of all Executive Council meetings and all general meetings of ICC.
- **12.4.3** The Secretary shall keep all records of ICC meetings, Executive Council meetings and all other activities of ICC, with the exception of financial records.
- **12.4.4** The Secretary shall convene all Executive Council meetings and General Meetings of ICC at the direction of the President.
- **12.4.5** The Secretary shall notify all Members of the date of upcoming meetings not later than two weeks before the meeting, and may send a reminder at any time prior to the meeting.
- **12.4.6** The Secretary shall make record of minutes of the last meeting available to Members not later than one week before the commencement of the next general meeting.
- **12.4.7** The Secretary shall be responsible for all correspondence of ICC, including incoming and outgoing correspondences.
- **12.4.8** The Secretary shall regularly update the Membership list of ICC, including contact addresses, telephone numbers and E-mail addresses.
- **12.4.9** The Secretary, upon completion of her/his tenure of office and/or removal from office and/or inability or unwillingness to discharge the duties of his office, shall return all records and/or documents of ICC in her/his possession.
- **12.4.10** The Secretary shall abide by all the provisions of these Bylaws and shall uphold its integrity at all times.

- **12.4.11** In the absence of both the President and the Vice President, the Secretary shall act as the President.
- **12.5 TREASURER (FINANCIAL SECRETARY)**
- **12.5.1** Treasurer shall keep all financial records of ICC.
- **12.5.2** Treasurer shall be responsible for the collection of all annual dues, donations, pledges, etc. to ICC, and shall issue receipts for such collections.
- **12.5.3** Treasurer shall maintain numbered receipt booklets of ICC, which shall be issued in duplicates for all monies collected. For purposes of clarity, the duplicates shall be distributed as follows: first copy shall go to the Member or person making the payment and the second copy shall remain with the Treasurer.
- **12.5.4** Treasurer shall keep records of all monies collected and deposit such monies into ICC account within 48 hours of the receipt of the money.
- **12.5.5** Treasurer shall draft a requisition form in which all disbursement made on behalf of ICC are recorded and receipts attached thereto. The requisition shall include, among others, the date, name and signature of the person making the claim. For purposes of clarity, any requisition that is not properly endorsed and dated is invalid.
- **12.5.6** Treasurer shall submit all necessary documents for audit to the Finance/Audit Committee if and when requested.
- **12.5.7** Treasurer shall prepare a comprehensive year-round financial statement of ICC accounts at the end of every fiscal year.
- **12.5.8** Treasurer shall regularly update the list of all financial Members.
- **12.5.9** Treasurer shall be responsible for sending notices to Members who are not in good standing.
- **12.5.10** The Treasurer shall be the only custodian of ICC cheque books and, together with the President, a signatory to all ICC accounts and financial instrument.
- **12.5.11** Treasurer shall update the Finance/Audit Committee of ICC's financial situation every three months.
- **12.5.12** The Treasurer, upon completion of her/his tenure of office and/or removal from office and/or inability or unwillingness to discharge the duties of her/his office, shall return all records and/or documents of ICC in her/his possession.
- **12.5.13** Treasurer shall practice generally accepted accounting principles and shall prepare and render a comprehensive income/expenditure statement to the General Membership semi-annually and to the Executive Council when required.
- **12.5.14** Treasurer shall prepare and render a comprehensive income/expenditure statement to the General Membership at the end of his term of office.
- **12.5.15** Treasurer shall present to the General Membership a detailed financial report at the end of each fiscal year in accordance with the budgetary proposal

presented at the beginning of the Executive council's term of office. Such financial report shall be presented at a General Meeting marking the end of each fiscal year.

- **12.5.16** The Treasurer shall keep complete and accurate account of all incomes and expenditures of ICC.
- **12.5.17** The Treasurer shall be responsible for depositing all monies, and other financial instruments of ICC in the name of ICC and in a financial institution approved by the General Membership. Such monies and financial instruments shall be deposited not later than 48 hours after they are collected.
- **12.5.18** The Treasurer shall keep a copy of all ICC bank statements.
- **12.5.19** Treasurer shall abide by all the provisions of these Bylaws and shall uphold its integrity at all times.

- **12.8 PUBLIC RELATIONS OFFICER**
- **12.8.1** The Public Relations Officer, in consultation with the Executive Council, shall be responsible for promoting the interests of ICC through the media, provided that the President is aware of the content of all press releases and information that are disseminated to the public.
- **12.8.2** The Public Relations Officer, in consultation with the President, shall establish liaisons between ICC and other cultural, social and political organizations for the purpose of promoting social, cultural and political exchanges.
- **12.8.3** The Public Relations Officer shall document and report to the General Membership at the next general meeting such liaisons as mentioned in subsection 12.8.2 above.
- **12.8.4** The Public Relations Officer shall prepare a summary report of each liaison at the end of the event. The Public Relations Officer shall present the summary report to the General Membership and shall submit the report to the Secretary at the end of the meeting for record keeping.
- **12.8.5** The Public Relations Officer shall be responsible for the management, operations and maintenance of ICC's Listserv. In fulfilling her/his duties under this subsection, the Public Relations Officer shall inform herself/himself of the relevant laws and policies respecting privacy, electronic communications, discrimination, harassment and cyber bullying.
- **12.8.6** The Public Relations Officer shall be responsible for generating a user agreement and privacy policy for subscribers of ICC Listserv, which shall uphold the privacy of users, identify users, prohibit discrimination, harassment and cyber bullying and promote communications, among others, that are of general interest to Iranian Canadians.
- **12.8.7** The Public Relations Officer in exercising her/his power under subsection 12.8.5 above shall ensure that ICC's Listserv is not used for marketing, match making, personals and all other related activities of personal nature including social, political and financial.

- **12.8.8** The Public Relations Officer shall be responsible for ICC's advertisements, fund raising, sponsorship networking and any other legal avenue through which ICC could generate funds.
- **12.8.9** The Public Relations Officer shall abide by all the provisions of these Bylaws and shall uphold its integrity at all times.
- **12.11 EX-OFFICIO MEMBERS**
- **12.11.1** The Ex-Officio member shall serve a term with the Executive Council for the purpose of smooth transition, continuity of flow of information and ease of administration of ICC.
- **12.11.2** The immediate past President and Secretary of ICC shall automatically become Ex-Officio, non-voting Members of the Executive Council, provided that neither the immediate past President nor the immediate past Secretary is re-elected for another term.
- **12.11.3** For purposes of clarity, if the immediate past President or Secretary is elected for another term, there will be no need for the office of Ex-Officio.
- **12.12 TERM OF OFFICE**
- **12.12.1** The tenure of office of the Executive Council shall expire after two years.
- **12.12.2** A Member who has served two consecutive terms in a particular position shall not be eligible to serve again in that same position.

13. IMPEACHMENT and REMOVAL of a BOARD MEMBER

- **13.1** Any Member of the Board shall be removed for any of the following reasons:
 - a) For failure to perform any of the duties of her/his office as provided in these Bylaws.
 - b) For failure to adhere to the provisions of these Bylaws or any of the by-laws or regulations made pursuant to it.
 - c) For absences of 25% or more from Board meetings.
 - d) For lateness to meetings of the Board for more than one hour thirty minutes (1.5 hours) after the commencement of the meeting. For the purpose of this subsection only, two (2) incidence of tardiness will amount to one absence.
 - e) For conduct deemed to be unbecoming to the aims and objectives of ICC. For purposes of clarity, unbecoming conduct means acts or omissions which are inimical, injurious, shameful and detrimental to ICC.
 - f) For projecting her/his personal interests and/or group interests ahead of the interests of ICC.
 - g) For failure to disclose and acting in a conflict of interest situation which she/he knew or ought to have known at the time he so acted.
 - h) For misappropriation of ICC funds.

- i) A motion for her/his removal is approved by two-thirds (2/3) majority of Members in good standing present and voting at a duly constituted meeting of ICC.
- **13.2** For the purposes of this article, a Board Member shall be removed or impeached on grounds of lateness or absence and/or a combination of both as provided in this Article.
- **13.3** A Member removed from office may be notified by registered mail or courier.
- **13.4** For the purpose subsection 13.1(i), all allegations or complaints of insubordination shall be directed to the Ombudsperson, who shall investigate and channel such complaints or allegations to the Board of Directors and General Membership, where necessary.

14. Committees

- **14.1.1** There shall be three Standing Committees: Finance/Audit, Membership, Advisory, and Ombuds/Complaint.
- **14.1.2** There shall be ad-hoc committees which shall be constituted from time to time based on necessity.
- **14.1.3** A Committee's primary priority is to carry out the duties and responsibilities outlined in its terms of reference. For purposes of clarity, a committee may go outside its terms of reference only where it is **absolutely** necessary for it to achieve its objectives as outlined in its terms of reference, provided that such additional activities are approved by the Executive Council.
- **14.1.4** The tenure of committees shall expire after two years.
- **14.1.5** Every Member of committees shall not be eligible to run for election into the committees unless such a Member has been a Member of ICC for at least six (6) months and has been in good standing for all her/his Membership years.
- **14.2 FINANCE/AUDIT COMMITTEE**
- **14.2.1** There shall be a Finance/Audit Committee. The Finance/Audit Committee shall be chaired by a Member who is not in the Board of Directors.
- **14.2.2** The Finance/Audit Committee shall be responsible for the following:
- **14.2.3** Ensuring that ICC has systems in place to provide the appropriate information needed by the Board of Directors and Members to make sound financial decisions and to comply with the requirements of Canada Revenue Agency.
- **14.2.4** Carefully scrutinizing and overseeing the financial systems of ICC in order to ensure that Treasurer is adhering to proper financial procedures.
- **14.2.5** Reviewing revenue forecasts and expenditure plans presented by the Executive Council.
- **14.2.6** Monitoring actual revenue and expenditures against the budget forecast and recommending to the Membership any adjustment that it deems necessary.

- **14.2.7** Reviewing annual financial statements and/or annual audited financial statements with the auditor.
- **14.3 MEMBERSHIP COMMITTEE**
- **14.3.1** There shall be a Membership Committee.
- **14.3.2** The Membership Committee shall oversee the general Membership of ICC.
- **14.3.3** The Membership Committee, in conjunction with the Board of Directors, shall review from time to time the dues payable by Regular Members.
- **14.3.4** The Membership Committee shall be responsible for receiving and reviewing applications for Membership.
- **14.3.5** The Membership Committee shall be responsible for issuing application form to new Members, and shall screen such applications and/or verify the authenticity of information provided by new Members in their application forms.
- **14.3.6** The Membership Committee shall be responsible for introducing new Members to the Membership at the General Meetings.
- **14.3.7** The Membership Committee may issue an ICC Membership card or a welcome bulletin to new Members, which should contain, inter alia, days and venue of ICC meetings.
- **14.3.8** The Membership Committee, through its Chair or her/his designate, shall formally introduce and welcome all new Members who joined ICC from January to December.
- **14.3.9** The Membership Committee shall be responsible for all ancillary duties relating to any of the above listed functions.
- **14.4 THE OMBUDS/COMPLAINT COMMITTEE**
- **14.4.1** There shall be an Ombuds/Complaint Committee. The Ombuds/Complaint Committee shall be chaired by a Member, the Ombudsperson, who is not in the Board of Directors.
- **14.4.2** The Ombuds/Complaint Committee shall be responsible for the following; to provide the appropriate assistance in surfacing issues to formal resolution channels. When an individual/s is/are unable or unwilling to surface a concern directly, the Ombuds/Complaint Committee shall facilitate voicing concern/s and /or creating an awareness of the issue/s to the Board of Directors and/or to the General Membership in accordance to the ICC Bylaws.
- **14.4.3** The Ombuds/Complaint Committee shall: (1) work with individuals and groups in the Organization to explore and assist them in determining options to help resolve conflicts, problematic issues or concerns, and (2) to bring systemic concerns to the attention of the Organization for resolution.
- **14.4.4** The Ombuds/Complaint Committee shall ensure that the Executive Council and the General Membership complies with the provisions of ICC Bylaws.
- **14.5 DUTIES OF THE OMBUDSPERSON**

- **14.5.1** The Ombudsperson shall oversee all activities of the Ombuds/Complaint Committee. For the purposes of clarity, the Ombudsperson shall report directly to the General Membership
- **14.5.2** The Ombudsperson shall operate in a manner to preserve the confidentiality of those seeking services, maintains a neutral/impartial position with respect to the concerns raised, and as an informal level of the organizational system, consistent with the ICC Bylaws.
- **14.5.3** In case of a complaint, the Ombudsperson shall carefully scrutinizing and overseeing the conduct of ICC Board of Directors, the Committees, and the Members in order to ensure that the Board of Directors, the Committees and Members are adhering to the ICC Bylaws, procedures, and Guidelines.
- **14.5.4** The Ombudsperson shall Identifies new issues and opportunities for systemic change for the Organization.
- **14.5.5** The Ombudsperson shall serve to provide unfiltered information to the Board of Directors, and the General Membership that can produce insight to issues and resolutions.
- **14.5.6** The ombudsman shall act as a source of detection and early warning of new issues and a source of suggestions of systemic change to improve existing processes.
- **14.5.7** The Ombudsperson shall ensure that the Board of Directors and the General Membership complies with the provisions of ICC Bylaws.
- **14.6 ADVISORY COMMITTEE**
- **14.6.1** There shall be an Advisory Committee. The Advisory Committee shall be consisted of five (5) members who are not in the Board of Directors.
- **14.6.2** The Board of Directors shall call for a nomination of the Advisory Committee.
- **14.6.3** Members shall be nominated by the Board of Directors, Members, and/or a Member interested in the Advisory Committee. For the purpose of this nomination, any member nominated must confirm acceptance before her/his name shall be entered into the list of candidates.
- **14.6.4** Each candidate so nominated shall present her/his manifesto to the Membership at the Annual General Meeting. Each candidate shall be allowed ten (10) minutes to address the Membership and ten (10) minutes to respond to questions.
- **14.6.5** It is mandatory that a candidate nominated for the Advisory Committee to be present on the day of the election.

15. Offences

- **15.1** Any Member who violates the provisions of these Bylaws or by laws or regulations made pursuant to it shall be guilty of an offence against ICC.

- **15.2** Any Member who exhibits disruptive behavior in any meeting of ICC, the Board and/or harasses any other Member during such meeting shall be guilty of an offence against ICC.
- **15.3** Any Member who publishes or disseminates disapproved information either verbally, in writing or otherwise against one or all Members of ICC shall be guilty of an offence against ICC.
- **15.4** Any Member who seeks through fraudulent means to secure in official capacity the directorship or leadership of ICC outside the Bylawsal provisions shall be guilty of an offence against ICC.
- **15.5** Any Member who fraudulently receives, accepts or causes to receive and/or accept or misappropriates any property of ICC shall be guilty of an offence against ICC.
- **15.6** Any Member who uses the name of ICC or the list of its Members for personal benefits shall be guilty of an offence against ICC. For purposes of clarity, the Board of Directors are not exempt from the provision of this subsection.
- **15.7** Any Member who, without authorization, uses the name of ICC to solicit for funds, grants or donations from any person, group, agency, government, among others, shall be guilty of an offence against ICC.
- **15.8** Any Member who interferes or colludes with an Officer or Member to deprive ICC from receiving funds, grants (property or otherwise) and donations, among others shall be guilty of an offence against ICC.
- **15.9** Any Member who misrepresents herself/himself as an Officer or Board Member or impersonates an Officer or Board Member in order to gain monetary or non monetary benefits directly or indirectly shall be guilty of an offence against ICC.

16. Elections

- **16.1 ELECTION OF the BOARD OF DIRECTORS**
- **16.1.1.** There shall be elections into the Board every two years.
- **16.1.2.** Elections shall be held at the Annual General Meeting, which shall be on the last Sunday of May.
- **16.1.3** The Board of Directors shall call for Board elections in accordance with the provisions of these Bylaws.
- **16.1.4** Nominations and campaigns shall be done in accordance with the provisions of these Bylaws.
- **16.1.5** A Member shall not be eligible to run for election into the Board unless such a Member has been a Member of ICC for at least one (1) year and has been in good standing for all her/his Membership years.
- **16.1.6** A new Member shall not be eligible to vote in an election unless such a new Member has been duly registered and has paid all required dues for at least four (4) months prior to the election.

- **16.1.7** A Member shall not be eligible to run for election into the Board if such a Member has been convicted of fraud for which **a pardon has not** been granted.
- **16.1.8** Voting at any election shall be by secret ballot irrespective of the location of the election and the number of voters.
- **16.1.9** Elections shall be conducted by a three-person electoral committee duly appointed by the Board of Directors and ratified by the General Membership. For the purpose of this subsection, the Board of Directors shall appoint five (5) Members and present them to the General Membership from which the Membership will select three (3) suitable Members for the Electoral Committee.
- **16.1.10** Nomination of Candidates shall cease one month prior to the elections.
- **16.1.11** Nominations can be done by Members and/or a Member interested in the Board may nominate herself/himself. For the purpose of this subsection, any member nominated must confirm acceptance before her/his name shall be entered into the list of candidates.
- **16.1.12** Each candidate so nominated shall present her/his manifesto to the Membership at the Annual General Meeting. Each candidate shall be allowed ten (10) minutes to address the Membership and ten (10) minutes to respond to questions.
- **16.1.13** It is mandatory that a candidate running for the Board has to be present on the day of the election.
- **16.1.14** There shall be **no voting by proxy or absentee balloting**.
- **16.1.15** Counting of votes shall commence immediately after the election, and shall continue until all the votes are counted.
- **16.1.16** In the event of a tie, there shall be a run-off election.
- **16.1.17** The announcement of the result of the elections shall be done immediately after the counting of the votes.
- **16.1.18** Every candidate may appoint a representative as an observer during the election and the counting of votes. Such a representative shall only observe the process and the counting of the votes and not participate in it. For purposes of clarity, this subsection does not preclude such a representative from voting.
- **16.2 FILLING MID-TERM VACANCIES OF THE BOARD MAMBERS**
- **16.2.1** Vacancies occurring in the Board of Directors by reason of death, resignation, or removal, among others, shall be filled in the following manner:
- **16.2.2** The President of ICC shall inform the Board of Directors of the vacancy.
- **16.2.3** The Board of Directors shall call for a Mid-Term Election. Elections shall be conducted by a three-person electoral committee duly appointed by the Board of Directors and ratified by the General Membership. For the purpose of this subsection, the Board of Directors shall appoint five (5) Members and present them to the General Membership from which the Membership will select three (3) suitable Members for the Electoral Committee.
- **16.2.4** The electoral committee, once constituted, shall require the Secretary to send out a notice to the Membership declaring nominations open. Such notice

must contain the names and contact information of the electoral committee members to whom the nominations shall be forwarded, the deadline for such nominations, and the confirmed date and venue for the election, among others.

- **16.2.5** The electoral committee, in consultation with Financial Secretary, shall screen the nominees for good standing.
- **16.2.6** The electoral committee shall present the qualified candidates to the Membership at least one month before the election.
- **16.2.7** The Membership shall then fill the vacancy by election, using a secret ballot system.

- **16.3 ELECTION APPEALS**
- **16.3.1** Any candidate disputing the results of an election must submit a Notice of Intent to Dispute Election Results to the Chairperson of the Elections Committee not later than three (3) days after the results of the elections are announced.
- **16.3.2** A completed Notice of Appeal shall be submitted to the Chairperson of the Board not later than two (2) weeks after the results are announced. The completed Notice of Appeal must contain, among other things, the name of the candidate, the election being challenged, the facts supporting the allegations, aspects of these Bylaws that have been violated and any other facts, documents or evidence that will assist the Appeal committee in reaching a just and speedy resolution of the matter.
- **16.3.3** The Board shall notify the Membership of such election dispute at the Emergency General Meeting, at which time the General Membership shall constitute an ad-hoc committee of three Members to consider any appeals arising from the elections.
- **16.3.4** The Elections Appeal Committee shall discharge their duties without fear or favor and with the combined goal of upholding the provisions of these Bylaws and doing justice to all.
- **16.3.5** The Elections Appeal Committee shall set a date for the hearing of appeals not later than two weeks after receiving the completed Notice of Appeal.
- **16.3.6** The Elections Appeal Committee shall determine who to call at its hearing, the manner of the hearing and the order of taking of evidence.
- **16.3.7** The decision of the Elections Appeal Committee shall be final and binding on all parties.
- **16.3.8** All appeals resulting from an election must be disposed of before the elected officials are sworn into office.
- **16.3.9** All candidates must avail themselves of and exhaust this internal appeal process as a condition precedent before seeking any other external remedy. Any candidate who fails to comply with this provision shall be deemed to have resigned his ICC Membership.

17. Hand-Over Procedure for the Executive Council

- **17.1** Immediately after a General Election, the Board shall arrange for a smooth handover of power, physical property, information, and records of ICC to the new Executive Council.
- **17.2** Such handover shall be concluded within days but not later than June 15 of the fiscal year.
- **17.3** The Board shall receive and verify the list of documents handed over to the incoming Executive Council.
- **17.4** The newly elected Executive Council shall be inaugurated.
- **17.5** The inauguration shall be organized by the Board of Directors in conjunction with the previous Executive Council.
- **17.6** There shall be a swearing-in ceremony as part of the inauguration.
- **17.7** There shall be an internal audit of all the books and records of the Executive Council prior to handing over to the new Executive.

18. Meetings

- **18.1** There shall be a Quarterly General Meeting of ICC on the last Sunday of the month - determined by the Board of Directors.
- **18.2** There shall be an Annual General Meeting (AGM), which shall be held on the last Sunday of May of every year.
- **18.3** At each Annual General Meeting, eligible voters shall be Members who are in good standing.
- **18.4** The Executive Council shall meet as a group on its own once prior to each General Meeting, provided that an emergency Executive Council meeting may be called by the President at any time, if the need arises.
- **18.5** The Board shall meet monthly, provided that an emergency Board meeting may be called by the President at any time, if the need arises.
- **18.6** Decisions at all meetings of ICC shall be by simple majority vote of those present and voting, except in case of an amendment to these Bylaws.
- **18.7** Emergency Meetings shall be called in the following manner:
 1. a) Emergency or special meetings shall be called by the President on his initiative, or as required by the majority of Members present at any duly constituted meeting of the Board of Directors or the General Membership.
 2. b) When required by the majority of the Members of the Board of Directors or the General Membership, the President shall convene an emergency meeting within fourteen (14) days of being notified.
 3. c) The usual quorums and notice of meetings as provided in these Bylaws shall be observed in all emergency meetings.

- **18.8** Notice of Board of Directors meetings shall be given at least seven (7) days in advance, provided that the time of the meeting is approved by a majority of the Directors.
- **18.9** Notice of General Meeting shall be given not later than fourteen (14) days prior to the meeting.
- **18.10** For motions, only Members in good standing are eligible to move for motions. Such motions shall be supported by a member who is also in good standing before it can be approved for discussion.

19. Quorums

- **19.1** The Quorum for meetings of ICC shall be as follows:
 -
 - 1. a) For Board Meetings, 5 Members in good standing;
 - 2. b) For Annual General Meetings and Special Meetings, 50% of Members in good standing;
 - 3. c) For Committee meetings, 50% of Members.
- **18.2** No business shall be considered by the Board of Directors at any meeting at which a quorum, as herein defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.
- **18.3** When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the date, time, and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.
- **18.4** The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or these by-laws.

20. Finance

- **20.1** ICC shall raise funds from all legal avenues it deems necessary, including but not limited to, membership dues, donations, proceeds from cultural and social activities and grants from institutions, agencies or governments, among others.
- **20.2** Every Member shall be required to pay annual dues of ten Dollars (\$10), which may be reviewed from time to time as provided in these Bylaws.
- **20.3** ICC shall not acquire and shall not use any instant banking cards for the purpose of automatic withdrawals.

21. Insurance for Corporate Agents

21.1 The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the ICC (including a director, officer, employee or other agent of the ICC) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the ICC would have the power to indemnify the agent against such liability under the provisions of the regional/federal laws applicable to non-for-profit organizations.

22. Non-Liability of Directors

22.1 The directors shall not be personally liable for the debts, liabilities, or other obligations of the ICC.

23. Indemnification

- **23.1** In the event that any person who is or was an Officer, Committee member, or authorized representative of the ICC, acting in good faith and in a manner reasonably believed to be in the best interests of the ICC, has been made party, or is threatened to be made party to any civil, criminal, administrative, or investigative action or proceeding pertaining to any current or past matters directly related to the ICC, such representative may be indemnified against reasonable expenses and all liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated.
- **23.2** Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.
- **23.3** The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any agreement, vote of disinterested Directors, or otherwise, both as to actions in her/his official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue and as to a person who has ceased to be a Director, committee member or authorized representative, and shall inure to the benefit of the heirs, executors, and administrators of such person.

- **23.4** Indemnification made pursuant to this Article shall not be made in any case where the act, or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

24. Amendment of The Bylaws

- **24.1** These Bylaws and by-laws made pursuant to it may be amended only at a duly constituted General Meeting by two-third (2/3) majority of Members present who are in good standing, provided that at least two months prior notice of proposed amendment(s) had been given to all Members.
- **24.2** Notice of such proposed amendment shall be in writing, signed by a designated Officer.
- **24.3** The Secretary shall notify Members of such proposed amendment at least two months prior the general meeting where the amendment shall be made.

25. Dissolution

- **25.1** Should the ICC dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.
- **25.2** Dissolution of ICC may be due to the direction of ICC, a vote of the membership or the lack of sufficient members to sustain ICC. In the case of a vote of the membership, the dissolution must be brought to the members in a Special Meeting and be approved by at least 60% of the Members in Good Standing who attend the meeting.