

**SEPTEMBER 2004**



**Swan Valley Inter-Agency**

## **Governance Policy**

**Section A. Constitution/By-Laws**  
**ITEM 1 - 14 Constitution/By-Laws**

## **CONSTITUTION/BY-LAWS**

### **ITEM 1. NAME**

The name of the “Network” shall be:

**SWAN VALLEY INTER-AGENCY**

Hereinafter referred to as “**Inter-Agency**”.

### **ITEM 2. PURPOSE AND OBJECTIVES**

The purpose and objectives of the Inter-Agency are:

- 2.1 To share current and relevant information.
- 2.2 To enhance coordination and prevent duplication of services.
- 2.3 To network and problem solve.
- 2.4 To identify gaps in services.
- 2.5 To coordinate and publicize activities.
- 2.6 To encourage innovative ideas and creativity.
- 2.7 To provide a support system and a venue for partnerships.

- 2.8 To provide a place of communication.
- 2.9 To encourage people to continue their work with the community.
- 2.10 To provide a place to celebrate success.

### **ITEM 3. HEAD OFFICE**

The head office of the Inter-Agency shall be in the Swan Valley (North Parkland Region), Manitoba at 524 Main Street in Swan River.

### **ITEM 4. MEMBERSHIP**

- 4.1 Membership in the Inter-Agency shall be open to any individual or agency that is interested in the purpose, principles and polices of the Inter-Agency.
- 4.2 The Inter-Agency Network should ideally meet at least five (5) times a year. However, a minimum of four (4) meetings must be held.

### **ITEM 5. ANNUAL GENERAL MEETING**

- 5.1 The Executive shall hold an Annual General Meeting of the Network not later than 90 days after the end of the fiscal year. The AGM date and location will be determined by the March monthly Executive meeting.
- 5.2 Notice of the Annual General Meeting shall be announced at least twenty-one (21) days before the meeting date.
- 5.3 Individual and agency Inter-Agency membership holders are entitled to one vote. Members or a representative on behalf of the agency must be present to vote and provide proof of authority to vote on behalf of that agency. Individual members cannot also vote on behalf of an agency as a representative.
- 5.4 12 members will constitute a quorum.
- 5.5 It shall receive the reports of the past year's activities.
- 5.6 It shall receive an audited financial statement.
- 5.7 It shall elect new Executive members.

- 5.8 It shall receive resolutions from Inter-Agency members.
- 5.9 It shall appoint auditors for a specified one (1) year term.
- 5.10 It shall appoint a Nominating Committee for a one (1) year term.
- 5.11 It shall allow members an opportunity to ask questions and comment.

#### **ITEM 6. SPECIAL INTER-AGENCY MEETINGS**

A Special General Inter-Agency Meeting (members at large) shall be called if any three (3) members or more give notice in writing to the Chairperson of the Executive. Notice of a meeting shall be announced no less than ten (10) days prior to such meeting.

#### **ITEM 7. EXECUTIVE MEETINGS**

- 7.1 The Executive should ideally meet at least five (5) times a year or as needed.
- 7.2 A meeting may be called at any time by the Chairperson (or the Vice-Chairperson in the absence of the Chairperson), subject to notice provisions for such meeting.
- 7.3 A Special Executive Meeting shall be called if any three (3) or more Executive members give notice in writing to the Chairperson. Notice of a meeting shall specify the purpose and the business to be conducted and shall be held within five (5) days.
- 7.4 Three (3) Executive members shall constitute a quorum.

#### **ITEM 8. EXECUTIVE MEMBERS AND COMMITTEES**

- 8.1 The Annual General Meeting shall elect sufficient Executive members for a two (2) year term. No Executive member shall serve more than four (4) consecutive terms, a total of eight (8) years (with the exception of the Past-Chairperson). An Executive member may be re-elected after a one (1) year absence from the Executive.

8.2 The Executive shall consist of a minimum of four (4) members but no more than ten (10).

8.3 The officers of the Executive shall be:

**PAST-CHAIRPERSON  
CHAIRPERSON  
VICE-CHAIRPERSON  
SECRETARY/TREASURER**

These officers shall constitute the Executive Committee of the Inter-Agency. No member of the Executive shall serve more than three (3) consecutive years in any one office, offices being held for a one (1) year term. Officers may be re-elected after a one-year absence from office. In order for a Board member to qualify for the Executive they must:

8.31 Have served at least one (1) year as a non-Executive Board member.

8.32 Be able to attend regular and impromptu Executive meetings.

8.33 Be willing to travel to meetings.

8.34 Be willing to promote Inter-Agency in various venues.

8.35 Have a good understanding of Inter-Agency policies.

8.4 Only the Past-Chairperson can hold another Executive office position. All other positions must be held by separate persons.

8.5 Coordinator

8.51 The Executive shall be responsible for hiring the Coordinator and fixing the terms and conditions of his/her employment.

8.52 Two (2) Executive members will be appointed by the Executive at the first meeting following the Annual General Meeting to make up the Personnel Committee. The Personnel Committee will interview applicants, make selection and set terms and conditions of employment for all staff. If unresolved dispute occurs within the Personnel Committee, decision must be referred to the Executive whose decision will be final.

8.53 The Inter-Agency Coordinator will have ex-officio status on every committee and shall report to the Executive in a timely fashion.

- 8.6 Where a Executive member fails to attend three (3) consecutive meetings or a total of five (5) during one year without any reason or notice to the Chairperson, the office will be declared vacant by a motion of the Executive, and the vacancy will be filled.
- 8.7 In the event of a vacancy occurring on the Executive, prior to the Annual General Meeting, the Executive may appoint a replacement to complete the term. The replacement Executive Member can let their name stand for election at the Annual General Meeting.
- 8.8 It is the responsibility of each Executive member to declare any possible conflict of interest and remove oneself from decision making and discussion at that point. If the conflict of interest is undeclared by the member in question but the majority of Executive members feel that there is a conflict of interest that member must remove themselves from decision making and discussion concerning the conflict of interest topic.

Typical Conflict of Interest situations are:

- 8.81 An applicant/potential employee is the relative of one of the Executive members.
  - 8.82 An employee considered for advancement/discipline is a relative of one of the Executive members.
  - 8.83 One of the Executive members is seeking a contract with the Inter-Agency.
  - 8.84 A client voicing a complaint/concern is related to an Executive Member.
  - 8.85 An Executive Member being disciplined/removed from office is related to another Executive Member.
- 
- 8.9 The Inter-Agency shall have a standing Nominating Committee appointed at the Annual General Meeting, which shall consist of the Chairperson, and two members of the Executive and a member at large. The Nominating Committee shall meet with the Board of Directors no later than two (2) months or two (2) regular Executive meetings before the Annual General Meeting to discuss nominations for Executive members for the New Year. The Nominating Committee shall report to the Executive one (1) month or one (1) regular meeting before the Annual General Meeting to finalize nominations. The criteria for nomination to the Executive will be:
    - 8.91 The person is willing to become a member of Inter-Agency.
    - 8.92 The person agrees with Inter-Agency mission and mandate.
    - 8.93 The person is able to attend regular Executive meetings.

- 8.94 The person is willing to travel to Executive meetings.
  - 8.95 The person does not possess a hidden destructive agenda.
  - 8.96 The person is able to work with other Executive members who may not always be like-minded.
- 8.10 The Executive shall have power to establish committees as deemed necessary. All committees will maintain minutes of meetings and report to Inter-Agency at General Meetings.

## **ITEM 9. EXECUTIVE MEMBERS ABSENCE**

- 9.1 The Executive shall make a motion to have a letter sent to the Executive member who has ceased to attend regular Executive meetings.
- 9.2 Upon receipt of a reply from the member in question, the Executive shall proceed to pass a motion regarding the status of the Executive member and/or in the case where a reply is not received the Executive shall acclaim the position vacant.
- 9.3 The Chairperson shall ask for a discussion regarding prospective Executive members.
- 9.4 Following the discussion the Chairperson shall call for nominations for vacant positions.
- 9.5 The Nominating Committee shall be responsible to contact prospective members or delegate the task to an Executive member.
- 9.6 Following the acceptance of nominations the Executive will elect an interim Executive member(s) to continue in that position till the end of the year.
- 9.7 At the end of the year the replacement member may wish to accept a nomination to the Executive at the Annual General Meeting.
- 9.8 All potential members will receive a copy of the Swan Valley Inter-Agency Constitution.

## **ITEM 10. OFFICERS OF THE EXECUTIVE**

- 10.1 In establishing officers, the Executive will:
  - 10.11 Appoint four (4) officers for the Executive to accomplish its work.

- 10.12 Ensure that no individual Executive Member has authority over the Coordinator.
  - 10.13 Ensure that no individual Executive Member has authority other than explicitly stated by the Executive.
- 10.2 Officers of the Executive are in the service of the Executive and are bound by Executive wishes and limitations. Officers of the Executive do not do the work of staff, but do the work of the Executive. Officers are neither above nor below the Executive in the structure of the Inter-Agency, but work at the level of the Executive doing pre-Executive work. As such they may meet with the Coordinator to do pre-Board work.
- 10.3 Past-Chairperson
- 10.31 Provides consultation and support to the Chairperson and Executive.
  - 10.32 Past-Chairperson transfers the history of the Inter-Agency to the Chairperson and Executive.
- 10.4 Chairperson
- 10.41 The Chairperson shall preside at all meetings of the Executive.
  - 10.42 The Chairperson shall preside at all meetings of the membership.
  - 10.43 The Chairperson shall ensure that discussion content during meetings will be on those issues which clearly belong to the Executive to decide or monitor and that discussion will be kept to the point.
  - 10.44 The Chairperson shall, with advice from the Executive, and in consultation with the developing committee appoint the committee chair as shall from time to time be established.
  - 10.45 The Chairperson will assure integrity of Executive process, effectiveness of meetings and Executive's adherence to procedure.
  - 10.46 The Chairperson shall represent the Inter-Agency and may announce Executive-stated positions and interpretations.

10.47 In case of the Chairperson's temporary absence the office will be succeeded in the following order:

10.491 Vice-Chairperson

10.492 Secretary/Treasurer

#### 10.5 Vice-Chairperson

10.51 The Vice-Chairperson shall perform all the functions of the Chairperson in the Chairperson's absence.

10.52 The Vice-Chairperson will be responsible for the consistent operation of the Executive monitoring system and will provide support and advice to the Chairperson and Executive as needed.

10.53 The Vice-Chairperson is required to keep the Chairperson up-to-date on all Executive motions, activities and correspondence when Vice-Chairperson is absent.

#### 10.6 Secretary/Treasurer

10.61 The Secretary/Treasurer will perform duties in connection with the finances of Inter-Agency as required by the Executive.

10.62 The Secretary/Treasurer will be responsible for consistent operation of the financial monitoring system through regular meetings with the Executive.

10.63 The Secretary/Treasurer will be the guardian of Executive documentation and by affixing his/her signature will attest to the legitimacy of Executive actions as recorded in the minutes and policy documents.

10.72 The Secretary/Treasurer will be responsible for reporting and noting any inconsistencies in Executive action and documentation.

#### 10.8 Signing Officers

The Executive shall appoint signing officers as follows:

10.81 Secretary/Treasurer

- 10.82 Chairperson
- 10.83 Vice-Chairperson

**ITEM 12. FISCAL YEAR**

The fiscal year of the Inter-Agency shall be from April 1 to the final day of March, both dates inclusive.

**ITEM 13. AMENDMENTS**

The Constitution and By-Laws may be amended by a two-thirds vote of the quorum members of the Network present at an Annual General Meeting or Special Inter-Agency General Meeting. Copies of the proposed amendments shall be available to each member at the Inter-Agency Head Office.

**ITEM 14. CONSTITUTION AND BY-LAWS**

This is the Official Constitution and By-Laws of the Swan Valley Inter-Agency. It replaces and supersedes any Constitution or part thereof predating it.

Approved by the Inter-Agency at a Meeting duly held on

14 / 09 / 2004.  
Day Month Year

\_\_\_\_\_ Inter-Agency Vice-Chairperson