



Governance Overview

This section outlines key aspects of governance for the Board of Directors of the Quinte Cultural Innovation Committee (QCIC), grounded in principles of decoloniality, equity, inclusion, and fair compensation. Our governance structure aligns with an overarching framework that seeks to eradicate the need for DEI (we accomplish this by reordering to EID, leading to the eventual eradication) as separate initiatives by integrating these principles into every part of the organization. We prioritize the redistribution of wealth and resources to empower Black, Indigenous, and People of Color (BIPOC)-led entities, fostering a collaborative and inclusive system where everyone—especially historically marginalized communities—has equitable opportunities to thrive.

Our governance approach is deeply intertwined with restorative justice, permaculture values, and community-driven growth. Through this model, QCIC positions itself not only as a leader in governance with care and respect but also as an agent for positive change through economic empowerment. The organization commits to creating a world where economic practices, leadership structures, and community engagement work together in harmony to repair historical injustices and foster inclusive growth.

As part of our commitment to restorative justice and reconciliation, we invest in our for-profit BIPOC+W partners, who are closely connected to QCIC's mission, using a unique bridge model that links financial support with reparative practices. This approach prioritizes the growth and sustainability of BIPOC+W businesses as a central component of our work. By engaging BIPOC-led businesses and supporting their endeavors, we contribute to creating an equitable economic ecosystem that aids in the long-term recovery and justice for communities historically denied access to wealth and resources.

Through a transparent process, we ensure that our directors and community partners are compensated fairly, especially those from BIPOC+ communities, as part of our broader equity model. QCIC strives to honor the emotional labor, time, and intellectual effort that these leaders contribute to the organization, ensuring that leadership roles are both respected and financially supported. This honorarium model aims to provide fair compensation for the tireless work done by directors in guiding the organization toward its mission of decolonization, equity, and inclusion.



Article Integration:

- **Article 1: Purpose, Vision and Mission**

This article outlines the core purpose and mission of QCIC, defining its commitment to Equity, Inclusion, and Decolonization (EID), and emphasizing the organization’s vision for a world where Diversity, Equity, and Inclusion are seamlessly integrated into all aspects of life and community.

PURPOSE

The purpose of the Quinte Cultural Innovation Committee (QCIC) is to create a just, equitable, and inclusive community through collaboration, innovation, and restorative justice. QCIC aims to bridge gaps between Black, Indigenous, People of Color (BIPOC) communities and the broader population by fostering partnerships, supporting economic empowerment, and advancing cultural expression. **Through its four interconnected mandates — housing, food security, equity in education, and connected experiences** — QCIC works to dismantle systemic barriers, empower marginalized voices, and create sustainable, community-driven solutions that reflect the values of equity, inclusion, and decolonization. The organization’s commitment to integrating permaculture principles further ensures that its governance and operations foster interconnectedness, sustainability, and the well-being of all people and ecosystems involved.

VISION OF QCIC

The vision of the Quinte Cultural Innovation Committee (QCIC) is to create a world where equity, inclusion, and decolonization are seamlessly integrated into every aspect of life. We envision a community where historically marginalized voices—especially those of Black, Indigenous, and People of Color (BIPOC)—are centered, empowered, and supported, fostering a collective and sustainable future for all. **Through restorative justice and collaboration, we strive to build a society where everyone has access to the resources and opportunities necessary for thriving in an interconnected and inclusive community.**

MISSION OF QCIC

The mission of QCIC is to lead and support initiatives that promote financial equity, cultural inclusion, and community-driven growth. By focusing on four core areas—housing, food security, equity in education, and connected experiences—we work toward dismantling systems of exclusion and oppression, creating space for marginalized communities to lead and shape their own futures. Through partnerships, education, and economic empowerment, QCIC fosters



centering **anti-Black racism** in the work we do while recognizing the complexity of color-based oppression that persists within Black communities and beyond.

By placing **anti-Black racism** at the forefront, we acknowledge that the histories of Black communities have been systematically dehumanized, oppressed, and commodified—not only by white people but also by the pervasive structures that communities of all backgrounds are socialized into. This is why **anti-Black racism** cannot simply be viewed as an issue between Black and white people; it is a problem that permeates through all communities, with people of all identities having to confront how they might unconsciously perpetuate or benefit from these deeply entrenched systems. At QCIC, we understand that confronting **anti-Black racism requires a collective effort from all communities—Black, Indigenous, POC, and white—to dismantle the hierarchies that perpetuate harm.**

Our **equity-first** approach ensures that **inclusion** is not a superficial or tokenistic gesture but a structural commitment to uplifting the most marginalized. We believe that when **equity** is genuinely prioritized, **inclusion** manifests naturally. This leads to the emergence of **diversity** in a way that is authentic and organic, rather than artificially manufactured through quotas or imposed diversity standards. Diversity, in this sense, flows from a system of equity that invites all voices to participate on equal footing, rejecting the false idea of “acceptable” or “preferred” identities based on proximity to power and privilege.

This **equity-first** model is also informed by the principles of **fair share**, **care for people**, and **care for the planet**, values deeply connected to **permaculture ethics**. We believe that **fair share** is crucial for equity, as it ensures the just distribution of resources, power, and opportunities, particularly for historically marginalized groups, including Black, Indigenous, and POC communities. By redistributing resources equitably, we create a foundation for genuine inclusion where no one is left behind.

Our focus on **care for people** means we are committed to fostering an environment where everyone, especially those affected by anti-Black racism, **colourism**, and other forms of systemic injustice, has the support they need to thrive. This includes not only acknowledging historical harms but also providing pathways for healing, empowerment, and growth. Additionally, our commitment to **care for the planet** reflects our understanding of interconnectedness—both human and ecological—and the need for sustainability that benefits future generations.

By centering **equity for inclusion**, we ensure that **diversity** is not a forced outcome but an organic result of a system rooted in justice. Our intentional commitment to prioritizing anti-Black racism, **colourism**, and other deeply rooted forms of oppression, alongside the values of



fairness, care for people, and care for the planet, drives QCIC's vision for a world where everyone, regardless of their background, can thrive. This model aims to create a deeply inclusive and equitable environment that goes beyond surface-level diversity and instead fosters a true culture of belonging and justice.

- **Article 3: Structural Accountability and Governance**

This article details the governance structure of QCIC, emphasizing transparency, accountability, and the importance of maintaining an adaptable, collaborative system. It stresses the need for a governance framework that aligns with permaculture principles, where sustainability, interconnectedness, and shared responsibility guide decision-making.

STRUCTURAL ACCOUNTABILITY AND GOVERNANCE

At QCIC, our governance structure is a reflection of our commitment to **transparency**, **accountability**, and **adaptability**, ensuring that the way we operate is in alignment with our values of equity, inclusion, and sustainability. Our governance framework is intentionally designed to be flexible and responsive to the evolving needs of our organization and the communities we serve, and it is underpinned by the principles of **permaculture**. These principles guide our approach to decision-making, ensuring that every action we take is rooted in the long-term sustainability of both our people and the planet.

The foundation of our governance model lies in **shared responsibility**. This is reflected in our collaborative decision-making processes, where all voices—especially those from historically marginalized communities—are included in shaping our direction and policies. We understand that decision-making must be collective, transparent, and rooted in care, ensuring that no one group or individual holds disproportionate power. This decentralization of authority fosters a governance model where collaboration, rather than hierarchy, drives our actions. It also ensures that the **voice of the community** remains central to our operations and is heard in all aspects of our work.

In keeping with our commitment to **transparency**, we ensure that our decision-making processes and the allocation of resources are open, clear, and accessible to everyone involved. All stakeholders—whether they are partners, staff, or community members—are provided with the necessary information to understand how decisions are made and how resources are allocated. This openness helps build trust and ensures that everyone involved feels a sense of ownership and responsibility in the organization's work.



Our governance structure is deeply informed by **permaculture principles**, which emphasize sustainability, interconnectedness, and the recognition that everything is connected. Just as permaculture seeks to create systems where each element works together to sustain the whole, our governance model encourages interconnectedness between our organization and the communities we serve. We see our governance as a dynamic, evolving system, not a rigid hierarchy. Just as ecosystems require constant adaptation and care, so too does our organization. As the needs of our community evolve, our governance must remain flexible, open to feedback, and capable of evolving to meet these needs.

Sustainability is at the heart of our governance structure, as we recognize that the long-term success of QCIC is dependent not only on the financial and operational health of the organization but also on the well-being of the communities we engage with. We aim to create a governance framework that fosters the **resilience** of both our people and the environment. In practice, this means making decisions that prioritize long-term benefits, investing in sustainable practices, and ensuring that we operate in ways that do not harm the planet or future generations.

The **interconnectedness** that underpins our approach to governance means that we do not view the organization as an isolated entity. We are part of a larger web of relationships that includes our community partners, stakeholders, and the broader global context in which we operate. By prioritizing these connections, we build a governance system that recognizes the importance of collaboration, mutual support, and shared purpose.

Accountability within our governance structure is not just about ensuring compliance with external standards; it is about holding ourselves accountable to the community and to the values that drive our work. This means regularly assessing our actions, listening to feedback, and making adjustments as needed to ensure that we are staying true to our mission and vision. ***Through this ongoing process of reflection and adjustment, we ensure that QCIC remains a responsive, responsible, and ethical organization, one that operates with the highest standards of integrity and care.***

In summary, QCIC's governance structure is designed to be **adaptable, collaborative, and accountable — a living system that fosters sustainability, interconnectedness, and shared responsibility**. It reflects our deep commitment to creating an organization where every voice is heard, where decisions are made with care for people and the planet, and where our governance model supports long-term resilience for both the organization and the communities we serve.



GOVERNANCE

DIRECTORSHIP

1.1 Who appoints the Directors?

The Directors of the Quinte Cultural Innovation Committee (QCIC) are appointed based on individual skill sets, the capacity of volunteers, and their alignment with the organization's mission of financial equity, inclusion, and decolonization.

1.2 How long do Directors serve?

Directors will serve terms as follows:

- Half of the Directors will serve a 1-year term, ensuring regular rotation and infusion of new perspectives.
 - The remaining Directors will serve a 3-year term, providing stability and long-term strategic planning.
- After these initial terms, all Directors will serve a maximum of 3-year terms, after which they may reapply for appointment based on available positions and their continued fit with the organization's needs.

EMPTY SEATS

1.3 How are Board seats filled when vacated mid-term?

If a vacancy occurs mid-term, the remaining Directors may fill the position based on the skills needed at the time and the capacity of volunteers. This will be done through an appointment process, ensuring that the Board continues to function effectively.

1.4 How many Directors may a quorum of Directors appoint?

A quorum of Directors may appoint up to one-third of the total Directors elected at the previous Members' Meeting, in alignment with our need for balanced skill sets.

1.5 What if the vacancy means there isn't a quorum of Directors?

If there are not enough Directors to meet quorum requirements, or if the minimum number of Directors has not been appointed, the existing Directors must promptly call a special Members' Meeting to fill the vacancy. If they fail to do so, any Member may call the meeting.



1.6 What is the voting threshold to appoint a Director mid-term?

To fill a vacancy, the Directors may appoint a new Director through a majority (51%) vote. If the vacancy arises from the removal of a Director, the Members may vote to fill the vacancy.

1.7 How long is the term of office for a Director filling a vacancy?

A Director appointed to fill a vacancy will serve for the remainder of the term of the removed Director. After that, they may reapply for appointment to a full term.

COMMITTEES

2.1 Can the Board delegate its powers to a Managing Director or Executive Committee?

Yes, the Board may delegate powers to a Managing Director or Executive Committee. These positions may be filled by Directors, and the Board can delegate any of its powers to them, except those powers prohibited by law.

2.2 Who decides on the composition and rules of Board committees?

Committees may establish their own rules of procedure, as long as they align with the values of QCIC. The Board can remove committee members by resolution if needed to maintain organizational integrity and focus.

DIRECTOR COMPENSATION

3.1 Can we pay Directors for their work as Directors?

Directors will receive honorariums for their work as Directors to reflect the emotional labor, responsibility, and time commitment involved as an operational budget becomes available. These honorariums will be established based on the weight of the role, the needs of the organization, and the financial capacity of QCIC. The aim is to honor their leadership and ensure fair compensation for the invaluable contributions made by BIPOC Directors.

3.2 Can we pay Directors for their work in other capacities?

Directors may receive honorariums for their work as Directors, acknowledging the emotional and intellectual labor required in fulfilling their roles. However, Directors are prohibited from profiting from their position or from providing services in any other capacity to QCIC, ensuring that their leadership remains grounded in service to the mission and not personal gain.

That said, Directors may be reimbursed for reasonable expenses incurred in carrying out their duties. This structure ensures that Directors are compensated for their time and contributions, while upholding the principle that the profit generated by QCIC is for the benefit of all marginalized communities we serve, including those in leadership positions.



Core Values & Approach to Governance

QCIC is committed to maintaining financial equity and inclusion across our four mandates—housing, food security, equity in education, and connected experiences. We integrate permaculture principles into our governance framework, drawing parallels between the interconnectedness of plants, people, pollinators, and the planet.

Our appointed board ensures that leadership reflects the needs of our community and values, while promoting:

- Equity and inclusion, by ensuring our leadership and processes are representative of the communities we serve.
- Sustainability and growth, with terms that allow for continuity and the opportunity for new leaders to join.
- Transparency and accountability, ensuring that the selection of Directors is based on skills and capacity, and that all decisions prioritize the well-being of the organization and its people.
- Restorative justice, by upholding principles of decolonization and fair representation in all governance practices.

Our approach to honoring the work of BIPOC Directors is a key component of ensuring that all leadership roles are valued and compensated fairly. The honorariums recognize the importance of this emotionally labor-intensive work, often undervalued in systems that exploit the labor of marginalized communities.

This structure ensures that QCIC remains agile, responsive to community needs, and deeply rooted in principles of care, fairness, and restorative justice.

Board Meeting Notices

4.1 Do we have to give advance notice for Board Meetings?

Yes, notice of the time and place for the holding of a Board meeting will be given to every Director in a customized manner based on their specific communication needs and preferences. This ensures that all Directors receive the information in the way that best suits them, facilitating smooth participation.

4.2 How long in advance does the notice have to be given?

Notice of the time and place of the meeting will be provided at least 7 days prior to the meeting



date. This will be tailored to each Director's needs, ensuring clarity and accessibility for all. Meetings for the year are pre-established, announced, and published in the "QCIC Director module" in our Google Classroom.

4.3 How should notice be given?

Notice will be given in the manner best suited to each Director, whether through email, calendar invites, phone calls, or through the Google Classroom platform. This allows us to differentiate the delivery of notices and ensure that all Directors have the necessary information to engage fully.

4.4 When can we have a Board Meeting without advanced notice?

Notice of a meeting is not necessary if:

- a. All Directors are present and none object to the holding of the meeting.
- b. Those absent have waived notice or otherwise signified their consent to the meeting.
- c. A quorum of Directors is present, and the meeting is the first meeting of a newly elected or appointed Board following the annual meeting of the non-profit organization.

Governance Structure and Operations Overview

The governance structure of the Quinte Cultural Innovation Committee (QCIC) is grounded in principles of equity, inclusion, and decolonization (EID). We envision a world where Diversity, Equity, and Inclusion (DEI) are no longer separate initiatives but are seamlessly embedded into every facet of life, work, and community. ***Our commitment to EID is part of a broader effort to dismantle systems of exclusion and inequity, striving toward a world where the presence of all voices—especially those from historically marginalized communities—is the norm, not the exception.*** This integrated approach seeks to eliminate the need for DEI as distinct goals, instead embedding these values into the foundation of all our practices.

Our governance framework is deeply informed by permaculture principles, which emphasize sustainability, interconnectedness, and the nurturing of both the human and natural worlds. Just as permaculture encourages creating systems where each element has a purpose and supports others, our organizational model fosters symbiotic relationships where individuals, communities, and ecosystems thrive together. This vision allows us to view governance not as a rigid hierarchy but as a dynamic, evolving system rooted in care, collaboration, and long-term vision.



Our approach includes:

- **Restorative Justice:** Acting on principles of fairness and decolonization, where equity is not only a goal but a lived experience. This principle guides the structure, function, and decision-making of QCIC, ensuring that our leadership processes, from director appointments to operational decisions, center human resource capacity, fairness, and equitable inclusion.
- **Sustainability:** Recognizing that true sustainability is only possible when we invest in the people and ecosystems that support our work. Our governance adapts and grows in response to community needs, ensuring long-term resilience. This sustainability is mirrored in our Director compensation model, where honorariums are paid to Directors, recognizing their invaluable contributions and emotional labor.
- **Multiplication and Generosity:** As part of our permaculture philosophy, we believe in sowing what we have, trusting that resources will multiply and benefit the collective. This value extends beyond just financial resources. It speaks to how we allocate honorariums for Directors as part of an equity model, ensuring that individuals—especially those from BIPOC communities—are compensated fairly for their contributions. We also apply this value when investing in our for-profit BIPOC+W partners, using the resources we generate to repair, restore, and reconcile relationships across communities.

Articles Integration:

- **Article 4: Restorative Justice Framework**
This article outlines how QCIC will implement restorative justice principles throughout its governance and operations, ensuring fairness, reconciliation, and equity in all decisions, particularly when addressing historical injustices and the ongoing impact of colonization.
- **Article 5: Partnerships with BIPOC+W Communities**
This article discusses the framework for fostering and maintaining partnerships with BIPOC+W (Black, Indigenous, and People of Color and White) communities. It emphasizes mutual support, cultural understanding, and collective empowerment to uplift marginalized communities through shared resources and initiatives.
- **Article 6: Economic Empowerment and Investment Strategy**
This article outlines QCIC's approach to economic empowerment, particularly through resource allocation to BIPOC-led entities, and its commitment to supporting sustainable economic growth that benefits both the organization and the broader community. It includes strategies for reinvesting in initiatives that foster collective wealth and well-being.



- **Article 7: Honorarium Model for Directors and Leadership Compensation**
This article introduces the honorarium model for compensating Directors and leaders within QCIC. It affirms the importance of recognizing and compensating the emotional labor and time invested by leadership, particularly for BIPOC individuals, to ensure equitable participation and leadership in governance.

Rule 1: Governance

1.1 Who appoints the Directors?

The Directors of the Quinte Cultural Innovation Committee (QCIC) are appointed based on individual skill sets, volunteer capacity, and alignment with the organization's mission of financial equity, inclusion, and decolonization.

1.2 How long do Directors serve?

Directors serve 1-year and 3-year terms to ensure regular rotation and strategic continuity.

Rule 2: Vacancies and Appointment

2.1 How are Board seats filled when vacated mid-term?

Vacancies are filled through an appointment process, considering the current needs and capacity of volunteers. If there's a vacancy, the Board can appoint a new Director with a majority vote, ensuring diversity of skill sets and fair representation.

2.2 How many Directors may a quorum of Directors appoint?

A quorum may appoint up to one-third of the total Directors elected at the previous Members' Meeting, ensuring the Board continues to reflect a broad range of experiences and expertise.

2.3 What if there's no quorum?

If there's insufficient quorum to meet the minimum number of Directors, a special Members' Meeting must be called to fill the vacancy.

2.4 What is the voting threshold to appoint a Director mid-term?

The Directors may appoint a new Director with a majority (51%) vote, ensuring the process is fair and transparent.



Rule 3: Compensation and Honorariums

3.1 Can Directors be compensated for their work?

Yes, Directors will receive honorariums to acknowledge the emotional labor and time invested in governance. This aligns with our commitment to fair compensation, particularly for BIPOC Directors.

3.2 Can Directors be compensated for work outside their role as Directors?

Directors may receive honorariums for additional responsibilities (e.g., leading initiatives), based on mutual agreement and the financial capacity of QCIC.

Rule 4: Committees

4.1 Can the Board delegate powers to a Managing Director or Executive Committee?

Yes, the Board can delegate powers to a Managing Director or Executive Committee, enabling efficient decision-making and strategic planning, always aligned with our principles of equity and justice.

4.2 Who decides the composition and rules of Board committees?

Committees co-construct their own rules and regulations, aligning with the values, vision, mission and intended purpose of QCIC. ***The Board may remove or appoint committee members if needed to maintain integrity and organizational focus.***

Key Values Embedded in Governance:

- **Restorative Justice:** All governance decisions are shaped by principles of restorative justice, ensuring decisions actively address historical injustices while fostering healing.
- **Sustainability and Growth:** Governance adapts to community needs, ensuring sustainability and growth through evolving structures that prioritize equity and collective well-being.
- **Generosity and Multiplication:** Both within and outside the organization, we actively support BIPOC-led entities, foster connections, and allocate resources generously to build restorative and sustainable relationships.



GOVERNANCE STRUCTURE & OPERATIONS

Quinte Cultural Innovation Committee (QCIC)

By-law of the Nonprofit Organization

BE IT ENACTED as a by-law of the nonprofit organization as follows:

Definitions

In this by-law and all other by-laws of the corporation, unless the context otherwise requires:

1. **"Act"** refers to the Canada Not-For-Profit Corporations Act (S.C. 2009, c. 23), along with any regulations made under it, and any future laws or changes that may shape the way we organize and function. This Act is a key framework that guides our collective, helping us navigate our responsibilities and relationships in a way that aligns with our values and principles.
2. **"Articles"** refers to the foundational documents of our organization, whether original or amended, that lay the groundwork for our formation, evolution, and continued growth. These are the roots that define who we are and how we build together.
3. **"Board"** means the *Board of Co-Directors*, the collective leadership of the organization, responsible for guiding our work with integrity and care. A *director* is any individual member of the Board, each of whom brings their unique wisdom and voice to the table.
4. **"By-law"** means this document, along with any future by-laws, amendments, or updates that govern the organization. These by-laws are living guidelines that ensure we are accountable to one another and remain aligned with our mission.
5. **"Meeting of Members"** refers to both our annual gathering and special meetings where our community of members comes together to share ideas, make decisions, and reflect on our journey. A *special meeting of members* may involve one or more classes of members or all members entitled to vote at the annual meeting.
6. **"Ordinary Resolution"** means a decision passed by a simple majority of at least 50% plus one of the votes cast on that resolution. This represents the collective voice of our community, with the majority guiding our direction.
7. A **"Proposal"** is an idea or initiative put forward by a member, following the guidelines in Section 163 (Member Proposals) of the Act. We believe every member's voice is important, and this process allows anyone to share their ideas that can help shape our future.
8. **"Guidelines"** refer to the shared principles and agreements that guide our actions and decisions. These are shaped by our collective values and commitment to transparency,



ethics, and justice. We aim to work in alignment with the broader legal framework while ensuring our practices are rooted in care, respect, and equity for all.

9. **"Collective Agreement"** refers to a decision made through broad consensus, where the input of all members is thoughtfully considered. These are the critical decisions that guide the most significant shifts within QCIC, ensuring that we move forward with unity, respect, and shared responsibility. By prioritizing deep consultation and collaboration, we ensure that our collective wisdom drives our work, and that our direction reflects the values and intentions of the entire community, fostering justice, equity, and inclusion for all.

Interpretation

In the interpretation:

1. Words in the singular include the plural, and vice versa, to reflect the collective nature of our community.
2. Words in one gender are inclusive of all genders, reflecting our commitment to equity and inclusivity for all people.
3. The term "person" includes individuals, groups, organizations, or any collective entity, underscoring the interconnectedness of all who participate in our work.

Other than as specified above, any words and expressions defined in the Act retain the same meaning when used in these by-laws, ensuring alignment with legal standards and consistency throughout our governance framework.

Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the corporation may be signed by any two (2) of its Co-Directors or authorized officers. The collective wisdom of the Board may also direct, from time to time, the manner in which and the person or persons by whom a particular document or type of document shall be executed. Those authorized to sign any document may affix the corporate seal (if any) to the document. Additionally, any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the corporation as a true copy thereof.

The Executive Director (ED) has the authority to act on behalf of the corporation in daily operations and in executing documents relevant to operational needs. The ED may sign contracts and other agreements as outlined by the Board, particularly those that fall within the scope of routine administrative decisions, staff management, or short-term operational



initiatives. The ED must always operate in alignment with the strategic priorities and decisions made by the Board, ensuring the organization's policies and ethical guidelines are upheld. The non-profit organization recognizes and embraces the evolving landscape of financial resources and transactions, including cryptocurrency, digital assets, and other non-traditional resources. As part of its operations, the organization may engage in transactions involving cryptocurrency or other digital currencies, goods, or barter systems, provided such transactions are consistent with applicable laws, ethical standards, and the values of the non-profit organization. The Board will be responsible for overseeing these transactions, ensuring that they align with the organization's commitment to sustainability, inclusivity, and transparency in all financial dealings.

Financial Year-End

The financial year-end of the corporation shall be **April 4th** in each year (our registration anniversary), in harmony with our mission to reflect on the past and plan for the future in alignment with our collective rhythm and sustainable practices.

Banking Arrangements

While the Treasury role remains vacant, the banking business of the corporation will be conducted in a manner that reflects our commitment to stewardship, transparency, and the responsible use of the resources entrusted to us for advancing our mission. To ensure the proper oversight of our financial operations, a Finance Committee will be assembled. This committee will work to establish the necessary frameworks, systems, and roles, including the development of the Treasury position, with a focus on integrity and accountability in all financial matters.

The corporation's banking arrangements shall be managed with wisdom, care, and in alignment with our values of abundance and sharing. All banking business will be transacted through a bank, trust company, or other financial institution authorized to carry on banking business in Canada or elsewhere, as designated by the Board of Directors through resolution. The Board, in collaboration with the Finance Committee, may designate officers or trusted individuals to manage the banking business or any part of it. These individuals will act with diligence and care, ensuring that every financial transaction aligns with our mission and reflects our responsibility as stewards of the resources entrusted to us.



Borrowing Powers

The Board of Directors, guided by faith, discernment, and the belief in the abundance available to fulfill our mission, shall have the power to borrow money as necessary to sustain and further the work of the organization, without requiring prior authorization from the members. In doing so, the Board will ensure that all borrowing is done in a manner that is responsible, ethical, and aligned with our long-term vision of peace and justice.

The Board may exercise the following borrowing powers, with the understanding that all decisions regarding borrowing will be made in alignment with the values of integrity and stewardship:

1. **Borrow Money:** The Board may borrow money on the credit of the organization, as needed to support our operations and advance the mission.
2. **Debt Obligations:** The Board may issue, reissue, sell, pledge, or hypothecate debt obligations of the organization, when necessary, to secure funding that will allow the organization to carry out its work. All actions taken in this regard shall be done with the utmost consideration for long-term sustainability and the impact of our work while moving in faith.
3. **Guarantees:** The Board may provide a guarantee on behalf of the organization, ensuring the stability and trustworthiness of our commitments.
4. **Create Security Interests:** The Board may mortgage, hypothecate, pledge, or otherwise create a security interest in any property of the organization, whether owned at present or acquired in the future, to secure any debt obligation. This shall only be done in accordance with the needs of the organization, the advancement of its mission, and a deep sense of responsibility and care.

Annual Financial Statements

In alignment with our non-profit principles of stewardship, transparency, and accountability, the non-profit organization shall ensure that its financial health is communicated clearly to its members. The corporation shall send each member a copy of the annual financial statements, including any other documents required by subsection 172(1) (Annual Financial Statements) of the **Canada Not-for-Profit Corporations Act** (the "Act"), or a publication summarizing the key information from these documents.



To ensure accessibility, the corporation may, in place of sending the full documents, send a summary to each member along with a notice informing them of the process to obtain a full copy of the documents, free of charge.

Should a member, in writing, decline to receive these documents, the corporation is not required to send them. This transparent approach is part of our commitment to maintaining trust, shared responsibility, and alignment with our mission, ensuring that all resources are used faithfully to advance our non-profit goals.

Membership (Optional)

The corporation may establish a membership system in the future to enhance community participation and engagement. Any such system shall be developed and implemented by the Board of Directors in accordance with applicable laws and the corporation's mission and values.

Membership Conditions

Membership in the corporation is an opportunity for individuals to join a collective committed to meaningful change and shared values. Membership is open to those who align with the corporation's mission and are willing to contribute in ways that reflect their capacity and interest. The process for becoming a member is designed to be simple, inclusive, and accessible, ensuring that all who feel called to participate are welcomed. Individuals who express interest in membership will be guided through the process, as defined by the Board of Directors.

Once accepted, members shall:

- Be entitled to receive notice of, attend, and vote at all meetings of the members.
- Have the opportunity to share ideas and contribute to the direction and initiatives of the corporation.
- Collaborate with the collective to advance the shared mission.

Any proposed changes to membership rights or conditions, as outlined in subsection 197(1) of the *Canada Not-for-Profit Corporations Act*, shall require a special resolution of the members. This process ensures that significant decisions are made transparently and with the active involvement of the community.



This membership framework reflects the corporation's commitment to inclusivity, shared responsibility, and collective progress, creating a space where all contributions are valued and meaningful.

Transferring membership

Membership in the organization is a bond rooted in the collective purpose and values we share. A membership can only be transferred back to the organization to preserve the integrity of our community. Any amendment to this section, whether to add, change, or remove provisions, must be made through a special resolution by the members, ensuring that the collective voice and vision of our community guide such changes.

Notice of a meeting of members

We believe in transparent and accessible communication. All members who are entitled to vote at a meeting will be informed of the time and place of the meeting using the most suitable methods, including telephonic, electronic, or other communication facilities, with notice provided between 3 and 7 days before the meeting date. Any change to the manner of giving notice requires a special resolution from the members, affirming our shared responsibility to define how we engage with one another.

Members calling a meeting of members

Members holding at least 5% of the voting rights can request a special meeting of the membership in writing, ensuring that the collective will of the members can always be acted upon. If the board of directors does not call the meeting within 21 days of receiving such a requisition, any member who signed the request has the right to initiate the meeting themselves. This process affirms that our governance remains accountable and responsive to the people we serve.

Absentee voting at meetings of members

In honoring the diverse needs of our community, we provide the option for members to participate in decision-making even when they are unable to attend a meeting in person. A member entitled to vote at a meeting may cast their vote by mail, telephonic, electronic, or other communication methods (i.e., Google Classroom), provided the system in place ensures that



votes can be verified and tallied without revealing how any individual voted. This system respects both the integrity and confidentiality of the member's vote. If the method of absentee voting is ever to change, it requires a special resolution by the members, reflecting our collective decision to adapt as a community.

Membership Dues

While our foundation is rooted in collective action and inclusive participation, we recognize the importance of involving all partners who are committed to reconciliation and meaningful support for the mission. As such, while membership in the organization remains accessible to all individuals without financial obligations, colonial partners—those who have historically benefited from colonial systems—are invited to contribute to the sustainability of our work by committing to a membership fee of \$1 per day, or \$365 annually. This contribution helps ensure that our efforts to create a more just, inclusive, and decolonized community continue to flourish.

This membership structure reflects our commitment to building partnerships that foster reconciliation and accountability, welcoming those who are ready to invest in positive change while honoring the values of equity and respect.

Termination of membership

Membership in the organization may be terminated under specific circumstances that honor the dignity of all involved. A member's membership may end if:

- They pass away or voluntarily resign from the organization,
- They are expelled, or their membership is otherwise terminated according to the articles or by-laws,
- Their membership term expires,
- The organization is liquidated and dissolved in accordance with the Act.

In each case, the termination of membership reflects the conclusion of a chapter in our collective journey, with all rights and entitlements ceasing to exist in relation to the organization upon termination, as defined by the articles.

Effect of termination of membership

Upon the termination of a membership, all rights associated with that membership, including any claim to the property of the organization, automatically cease. This ensures that the organization's resources remain dedicated to the ongoing advancement of its mission and community.



Discipline of Members

At the heart of our organization is a commitment to inclusivity, unity, and the recognition that diverse perspectives and even moments of conflict can be catalysts for meaningful change. We understand that mental health expressions and moments of discord are part of the human experience and can lead to growth when approached with reflection, forgiveness, repentance and a willingness to repair.

While we strive to nurture a community rooted in empathy and mutual respect, we also maintain clear expectations for behavior that aligns with our values. In cases where a member's actions fail to uphold these principles, the Board may take steps to address the situation in a way that is reflective, reparative, and rooted in our shared mission.

Grounds for reflective disciplinary action include:

- Actions that violate the organization's articles, by-laws, or written policies.
- Behavior that undermines the well-being or integrity of the community.
- Conduct that the Board determines, through thoughtful consideration, to be in conflict with the mission and values of the organization.

Process for Reflection and Restoration:

1. The member will be notified of the issue and the proposed action (suspension or expulsion) in writing.
2. The member will have 20 days to respond, either in writing or through a facilitated dialogue, to share their perspective and commit to reflection and repair.
3. The Board will consider the response thoughtfully, offering opportunities for repentance and restorative practices where appropriate.
4. A final decision will be provided within 20 days of receiving the member's response.

Our approach is grounded in a belief that discipline is not punitive but an opportunity for growth and healing. Forgiveness and repentance are integral to our community, and every effort will be made to guide members back to alignment with our shared purpose. The Board's decision will reflect these values, ensuring the integrity and unity of our collective remain intact.

Proposals for Board Member Elections at Annual Meetings

Members are welcome to propose candidates for board membership. Proposals can be made informally and don't require a formal nomination process. Any member interested in nominating a Director can do so through the Google Classroom platform or during our community meetings.



Nominations must be supported by at least 5% of members, but this can be done through informal discussion and consensus-building, in line with our decolonial values of collective decision-making.

Cost of Publishing Proposals for Annual Meetings

The organization will cover the cost of including any proposals and supporting statements in the notice of meeting for the annual meeting of members. This ensures that all members, regardless of financial means, have equal opportunity to participate fully in the decision-making process. Any additional support for specific needs, including alternative formats or accommodations, will be provided by the organization to foster an inclusive and accessible environment for all.

Place of Meetings of Members

Board meetings and member meetings are flexible and informal. While the meetings may occur at any location within Canada, or outside Canada if agreed upon by members, much of our collaboration happens online via Google Classroom. This ensures that members can participate at their own pace, independently if needed, without the constraints of physical attendance. We aim for accessibility in both location and time.

Persons Entitled to be Present at Meetings of Members

At our informal gatherings, the members, directors, and anyone involved in the organization's activities are invited to attend. Those who hold voting rights, as well as directors and any designated support individuals (e.g., public accountants), are automatically included in the meetings. Anyone else wishing to join is welcome if invited by the members or as determined by the consensus of those present.

Chair of Meetings of Members

In the spirit of inclusivity, our meetings are led by a member chosen by the group, should the chair and vice-chair be unavailable. The decision is made informally by those present at the meeting, and members can also take turns facilitating meetings, further reflecting our cooperative approach. Online meetings on Google Classroom allow members to share leadership and participate in conversations asynchronously.



Quorum at Meetings of Members

We understand that everyone has different schedules and needs, so we don't require an official quorum to begin meetings. If a majority of members have agreed to the matters at hand—whether through online discussion, in-person meetings, or both—then we proceed with the meeting's agenda. If only a few members are present at a meeting, as long as those present feel comfortable moving forward, the meeting will continue in an informal manner.

Voting at Meetings of Members

In line with our informal approach, voting can occur both synchronously (during live meetings) and asynchronously (via Google Classroom or other communication platforms). A majority of votes will decide the outcomes, but in cases of a tie, the facilitator will have a casting vote to break the deadlock. Members are encouraged to take their time in making decisions and to participate in voting when they feel ready, whether at the meeting or independently online.

Participation by Electronic Means at Meetings of Members

If the corporation chooses to utilize a telephonic, electronic, or other communication facility that allows participants to communicate effectively during a meeting of members, any person entitled to attend the meeting may participate through these means. Such participation is considered equivalent to being physically present at the meeting. Additionally, any member who is entitled to vote may cast their vote via the available communication facility in accordance with the Act.

Meetings of Members Held Entirely by Electronic Means

Should the directors or members decide to hold a meeting entirely through telephonic, electronic, or other communication facilities that enable all participants to communicate effectively, they may do so in accordance with the Act and Regulations. This method ensures full participation and decision-making capabilities without requiring physical presence.

Number of Directors

The board will consist of the number of directors specified in the articles. If the articles specify a minimum and maximum number, the board will consist of the fixed number as determined by the members through an ordinary resolution or by resolution of the board if empowered by the



ordinary resolution. For soliciting corporations, at least three (3) directors are required, with two not being officers or employees of the corporation or its affiliates.

Term of Office of Directors

Directors are appointed for a term that expires no later than the close of the annual meeting of members following their election.

Calling of Meetings of Board of Directors

Board meetings may be called by the chair of the board, the vice-chair, or any two directors at any time. During the first organizational meeting following incorporation, any director or incorporator may call the meeting. If there is only one director, that director may call and hold the meeting.

Notice of Meeting of Board of Directors

Notice of a board meeting must be given to every director at least 7 days prior to the meeting. This notice can be provided through:

- Personal delivery to the director's latest address as recorded.
- Mail delivery to the director's address.
- Telephonic, electronic, or other communication methods.
- Electronic document in accordance with Part 17 of the Act.

No notice is necessary if all directors are present and none object to the meeting, or if those absent have waived notice or consented to the meeting. Additionally, no notice of an adjourned meeting is required if the time and place of the adjourned meeting are announced at the original meeting. Regular meetings only require notice if specified by subsection 136(3) of the Act, requiring the purpose or business to be stated.

Regular Meetings of the Board of Directors

The board may designate specific days for regular meetings each month at a determined place and time. After fixing the schedule, a copy of the resolution is sent to each director. No additional notice is needed for these regular meetings unless otherwise specified by subsection



136(3) of the Act requiring specific details about the purpose or business to be included in the notice.

Voting at Board Meetings

At all board meetings, we decide together by the majority vote of those present. If there's a tie, the chair can cast a second vote to help us move forward.

Committees of the Board

The board may create committees or advisory bodies as needed, each with a role that serves the collective good. These committees are encouraged to create their own procedures, though they should remain aligned with the board's guidance. Any committee member can be removed by a decision from the board.

Appointment of Officers

The board can appoint officers on a yearly or more frequent basis, based on the needs of the organization. Officers are empowered to help manage the organization's affairs. A director may also be appointed to any office, and an officer may or may not be a director, depending on what the by-laws allow. One person may hold more than one office.

Roles of the Officers

Each officer of the corporation has specific duties, though the board can adapt these as needed.

Here's an overview of some key roles:

- **Gatherer of Voices (Chair of the Board):** If there is a chair, they will guide meetings and help ensure everything runs smoothly. They hold any other duties the board assigns to them.
- **Keeper of the Circle (Vice-Chair of the Board):** If the chair is absent, the vice-chair steps in to lead meetings and fulfill any responsibilities the board assigns.
- **Path Finder (President):** The president leads the charge in implementing the corporation's strategic plans and policies, guiding the organization while supporting the board's vision.



- **Story/Knowledge Keeper (Secretary):** The secretary ensures all meetings are recorded and keeps track of the minutes. They also handle notices to members, directors, and committees, and manage the corporation's records.
- **Resource Steward (Treasurer):** The treasurer takes care of the organization's finances and any related duties as directed by the board.

Other officers can be appointed based on the corporation's needs and the board's direction.

Officer Vacancies

Officers serve until one of the following happens: they resign, they're replaced, or they can no longer fulfill their duties. If a position becomes vacant, the board can appoint someone to take over.

Giving Notice

We aim to make communication as clear and accessible as possible. Notices can be delivered personally, by mail, or by electronic means. We'll ensure everyone is informed in a timely manner, and the secretary will maintain accurate records to keep communication flowing smoothly.

Invalid Provisions

If any part of these by-laws doesn't hold up, the rest of the by-laws are still valid. We'll always aim to ensure clarity and fairness.

Omissions and Errors

If a notice is accidentally missed or incorrectly sent, it won't invalidate any actions taken. We'll focus on understanding and addressing any issues that arise, so the process is never disrupted.

Mediation and Arbitration

We believe in resolving differences in a respectful and peaceful manner. If there's a dispute that can't be resolved privately, we'll first try to work it out through mediation. If that doesn't work, we'll move to arbitration, where an independent third party helps settle the matter. All this is



done with balance and care for confidentiality, transparency, and a focus on mutual understanding.

Dispute Resolution Process

If conflicts arise that can't be solved through direct conversation, we encourage a peaceful resolution through mediation. Each party will appoint one mediator, and the two mediators will appoint a third. This process aims to bring everyone together in finding a resolution. If mediation isn't successful, the next step is arbitration, where a neutral third party will make a final decision. We hope to keep all these conversations private and respectful.

By-laws and Effective Date

The board can create, change, or remove by-laws as needed, but any changes must be approved by the members. These changes are temporary until confirmed by the members at the next meeting. This process ensures that everyone has a voice and is involved in the direction we take together.

By-Laws of the Quinte Cultural Innovation Committee (QCIC) Overview

The by-laws of the Quinte Cultural Innovation Committee (QCIC) serve as the foundational legal framework that governs our operations, guiding the work of our Board of Directors and organizational processes. These by-laws are intentionally designed to uphold the principles of decoloniality, equity, inclusion, and fair compensation, with a focus on reshaping traditional power dynamics and business models to ensure sustainable and community-driven impact. In alignment with our core values, our by-laws outline the structure of governance, including the appointment and removal of Directors, the responsibilities of Board members, and the protocols for decision-making and conflict resolution. They also reflect our commitment to equity in financial practices, ensuring that profits are directed towards the advancement and support of Black, Indigenous, and People of Color (BIPOC)-led initiatives and entities.

Furthermore, these by-laws reflect the four interconnected mandates of QCIC, ensuring they are embedded in every organizational decision and action:



1. **Housing** – Supporting equitable housing solutions for marginalized communities.
2. **Food Security** – Ensuring access to healthy, sustainable food for all through permaculture ethics and principles.
3. **Equity in Education** – Addressing gaps in educational opportunities and outcomes for Black, Indigenous, People of Colour + White marginalized pockets of population.
4. **Connected Experiences** – Building collaborative, restorative, and community-driven initiatives.

These mandates guide all of QCIC's activities, from governance to program implementation, as we strive to dismantle systems of oppression and cultivate inclusive, thriving communities. Additionally, the by-laws integrate permaculture principles, emphasizing the interconnectedness of all parts of the organization and the broader community. These principles guide us in making decisions that nurture long-term sustainability, resilience, and growth, fostering environments where both individuals and the collective can flourish.

Our by-laws aim to promote transparency, fairness, and restorative justice in all organizational activities, ensuring that QCIC's actions are consistently aligned with our mission to dismantle inequities and cultivate inclusive, thriving communities.

Article Integration:

- **Article 8: Resource Allocation and Transparency**
This article establishes guidelines for resource allocation, ensuring transparency and accountability in how financial and other resources are distributed within the organization. It reinforces QCIC's commitment to fair and just resource management, particularly in support of marginalized communities and initiatives.
- **Article 9: Community Engagement and Outreach**
This article focuses on QCIC's approach to community engagement and outreach, detailing strategies for involving community members in the organization's activities and ensuring that their voices are heard. It aims to create inclusive spaces where community members can actively participate in shaping the direction of the organization.
- **Article 10: Investments in BIPOC+W For-Profit Partners and Honorariums for Directors**
This article outlines the organization's strategy for investing in BIPOC+W for-profit partners, emphasizing the importance of supporting local businesses and entrepreneurs, especially those led by marginalized communities. It also revisits the honorarium model for Directors to ensure that compensation is aligned with the organization's values of equity and justice.



By-Law of the Quinte Cultural Innovation Committee (QCIC)

Provision 1: Name and Purpose

1.1 Name:

The name of the organization is Quinte Cultural Innovation Committee (QCIC).

1.2 Purpose:

QCIC is a nonprofit organization dedicated to fostering community resilience through financial equity, inclusion, decolonization, and justice. ***The primary focus of QCIC is to create equitable opportunities that allow Black, Indigenous, and People of Color (BIPOC)-led for-profit entities to thrive. Operating as a non-profit, QCIC's activities aim to reverse traditional corporate strategies used by profit-driven entities (e.g., CocaCola or Pepsi Co), ensuring that resources benefit people rather than corporate profits.***

QCIC is committed to funneling dollars and profits directly to BIPOC-led for-profit entities, ensuring equitable distribution of financial gains to those historically marginalized. Our work addresses housing, food security, equity in education, and connected experiences, integrating permaculture principles to restore and build sustainable communities.

Provision 2: Membership (when established)

2.1 Eligibility:

Membership is open to individuals who align with QCIC's mission and core values, particularly in supporting BIPOC communities, decolonization efforts, and inclusive community-building. Members may include individuals from marginalized or underrepresented backgrounds, including but not limited to Black, Indigenous, and People of Color (BIPOC), allies, and community leaders.

2.2 Rights and Responsibilities:

- Members have the right to vote at annual and special meetings, nominate Directors, and engage in organizational decision-making processes.
- Members are expected to support QCIC's initiatives, uphold its core values, and participate in the organization's activities.



- Members are encouraged to bring diverse perspectives and lived experiences into the organization's work, ensuring that it remains responsive to the needs of marginalized communities.

2.3 Termination of Membership:

Membership may be terminated by resignation, failure to participate in the organization's activities, or removal by the Board for cause, as determined by the Board following a fair process.

Provision 3: Board of Directors

3.1 Composition of the Board:

The Board of Directors shall consist of a minimum of 3 Directors. The Board should reflect the diversity of the communities served by QCIC, ensuring representation from BIPOC communities, marginalized groups, and those with expertise in the organization's mission.

3.2 Director Selection:

- Directors are appointed based on their skills, experience, and alignment with the mission of QCIC, with a focus on decoloniality, equity, inclusion, and restorative justice.
- The Board will actively seek Directors who demonstrate a commitment to BIPOC advocacy and who have expertise in areas such as permaculture, housing, food security, and community organizing.
- Directors shall serve for a term of 3 years, with the possibility of reappointment. Directors should serve staggered terms to ensure continuity and fresh perspectives.

3.3 Vacancies: In the event of a vacancy (e.g., resignation, removal, or death), the remaining Directors may appoint a new Director to fill the position for the remainder of the term, based on skills and organizational needs. This appointment will reflect the need for diversity in skill sets and lived experience to serve the community effectively.

3.4 Responsibilities of Directors:

- Oversee the strategic direction of QCIC, ensuring that its actions align with its mission of decolonization, equity, and inclusion.
- Ensure the financial health and compliance of the organization with legal and ethical standards.
- Represent the organization in the community, especially to marginalized and underrepresented groups.



- Promote equitable practices in all aspects of governance and organizational decision-making.
- Uphold principles of restorative justice in all actions taken by the Board.

Financial Redistribution:

Directors shall oversee the proper funneling of profits generated from QCIC's initiatives into BIPOC-led for-profit entities, ensuring that funds are allocated in alignment with the organization's mission of restorative justice and economic empowerment for BIPOC communities.

3.5 Removal of Directors:

A Director may be removed by a majority vote of the Members or Board if they fail to fulfill their duties or if a conflict of interest arises. The removal process must be transparent and involve consultation with affected parties, ensuring fairness and due process.

Provision 4: Officers

4.1 Officer Positions:

The officers of the Board shall include:

- **Gatherer of Voices (Chair of the Board)**
- **Keeper of the Circle (Vice-Chair of the Board)**
- **Path Finder (President)**
- **Story/Knowledge Keeper (Secretary)**
- **Resource Steward (Treasurer)**

4.2 Selection and Terms:

The Board shall select officers at its first meeting following the annual gathering of the community. Each officer will serve a one-year term, with opportunities for renewal. To honor the principles of shared leadership and fresh perspectives, officer terms will rotate regularly while fostering continuity.

4.3 Duties of Officers:

Gatherer of Voices (Chair of the Board)

The Gatherer of Voices facilitates Board gatherings, ensuring that discussions flow smoothly and all perspectives are honored. They act as a unifying presence, guiding the Board to uphold QCIC's mission and values in all decisions.

**Keeper of the Circle (Vice-Chair of the Board)**

The Keeper of the Circle supports the Gatherer of Voices and assumes their responsibilities in their absence. They help sustain harmony within the Board and ensure that governance practices reflect inclusivity and collaboration.

Pathfinder (President)

The Pathfinder steers the organization toward its strategic goals, aligning operations with QCIC's mission. They lead efforts to redistribute resources equitably, prioritizing BIPOC-led initiatives, and inspire the community through visionary leadership.

Story/Knowledge Keeper (Secretary)

The Story/Knowledge Keeper preserves the organization's narrative by recording accurate minutes and maintaining essential documents. They are responsible for fostering transparent communication among the Board and the broader community.

Resource Steward (Treasurer)

The Resource Steward ensures financial integrity by managing the organization's resources responsibly. They provide regular updates to the Board and oversee the equitable redistribution of resources to BIPOC-led initiatives, aligning with QCIC's commitment to justice and equity.

Provision 5: Meetings**5.1 Annual General Meeting (AGM):**

The annual meeting of the Members shall be held on a date designated by the Board. The meeting will provide updates on the organization's activities, finances, and strategic goals. The Annual General Meeting will prioritize transparency and member engagement, ensuring that all voices are heard.

5.2 Board Meetings:

- The Board shall meet at least 3 times each year.
- Notice of each meeting shall be given at least 7 days in advance and shall be tailored to the communication preferences of each Director to accommodate diverse communication needs.
- A quorum for a meeting of the Board shall be 3 Directors.
- Decisions of the Board shall be made by a majority vote of those present. If there is a tie, the President will cast the deciding vote.

5.3 Special Meetings:

Special meetings of the Board may be called by the President or by any two Directors. Notice shall be provided in a timely manner, including an agenda. Special meetings should focus on urgent matters or critical decisions that cannot wait until the next regular meeting.



Provision 6: Committees

6.1 Committee Formation:

The Board may establish committees to address specific needs and initiatives. Each committee shall operate within the parameters set by the Board and may have its own set of procedures.

6.2 Committee Membership:

Committee members may be Directors or other individuals with relevant skills. The Board shall appoint committee members, prioritizing diversity and expertise in the areas that align with QCIC's work.

6.3 Committee Reports:

Each committee shall provide regular updates to the Board on its activities and outcomes. Updates and reports should reflect transparency and ensure accountability to the broader organization.

6.4 Executive Committee:

The Board may create an Executive Committee, which may have the power to act on behalf of the full Board between meetings. The Executive Committee's powers must be clearly defined and limited to urgent matters that require immediate attention.

Provision 7: Conflict of Interest

7.1 Declaration of Conflict:

Any Director or officer who has a conflict of interest related to a matter under discussion must disclose the nature of the conflict and recuse themselves from any related discussions or votes. This includes financial interests, personal relationships, or other factors that may influence their impartiality. However, Directors and officers who have a financial interest in BIPOC-led for-profit entities receiving funds from QCIC should not be automatically disqualified, provided that the funding process is transparent and adheres to QCIC's commitment to equitable redistribution.

7.2 Annual Declaration:

Directors and officers must annually complete a conflict of interest declaration. The declaration will include questions about potential conflicts, and responses will be reviewed by the Board to ensure transparency.



Provision 8: Compensation and Financial Philosophy

8.1 Sowing Resources:

In line with our core beliefs, QCIC does not follow traditional treasury practices such as saving or stockpiling funds. Instead, we operate on a principle of sowing resources generously and immediately as needed, trusting in the community's collective strength to multiply what is given. Our approach focuses on active and strategic financial redistribution, aiming to catalyze growth, resilience, and empowerment within BIPOC communities. We recognize that by faithfully investing in the people, organizations, and initiatives that align with our mission, the financial and social returns will multiply and reverberate for generations.

8.2 Reinvestment in BIPOC-Led Initiatives:

As a part of our commitment to justice and equity, we prioritize immediate and transparent investment into BIPOC-led for-profit entities. By doing so, QCIC shifts away from traditional wealth accumulation and instead invests directly in the growth and flourishing of individuals and businesses within marginalized communities.

8.3 Faith in Multiplication:

In the absence of traditional savings or contingency funds, we operate with a deep faith that what is generously shared with intention will be multiplied. The act of sowing resources within the community builds a spirit of abundance, cooperation, and trust. We believe in the law of reciprocity and that by supporting BIPOC-led initiatives with our financial contributions, the impact will return to the community tenfold in ways that transcend monetary value.

8.4 Distribution and Flow:

The financial resources of QCIC will be distributed based on the immediate needs of our partners, with a commitment to maintaining transparency and accountability. This ensures that funds flow efficiently into the hands of those who will amplify our mission through their own work. The Board will actively engage with stakeholders to ensure that financial decisions are made collectively, with input from the communities served.

8.5 Financial Surpluses:

If, at any point, QCIC experiences surplus resources, these funds will be reinvested into the community via grants, partnerships, or other programs that align with QCIC's mission to uplift BIPOC-led entities and initiatives. Surpluses will be used to seed new projects and initiatives, rather than accumulating in a traditional reserve, ensuring that funds are always circulating to promote positive social change.



8.6 Accountability in Financial Decisions:

While we operate outside traditional financial systems, QCIC is committed to transparent financial processes. The Board and Members will ensure that all financial decisions align with the principles of justice, equity, and intentional redistribution. Regular financial reports will be shared to maintain the trust and confidence of our partners and communities.

Provision 9: Amendments

9.1 Process for Amendments:

These By-laws may be amended by a majority vote of the Members at an annual or special meeting. Proposed amendments must be submitted in writing to the Board at least 30 days before the meeting, allowing time for review and feedback from the Members.

9.2 Notice of Amendments:

Members will receive notice of proposed amendments at least 7 days prior to the meeting, along with the full text of any proposed changes.

Provision 10: Financial Oversight and Ethical Stewardship

10.1 Faith-Based Financial Stewardship

QCIC's financial resources are managed with integrity and guided by ethical principles, prioritizing the needs of marginalized communities.

10.2 Investments in BIPOC+W For-Profit Partners and Honorariums for Directors Purpose of Investments and Honorariums

As part of QCIC's mission to address systemic barriers, we prioritize investments in for-profit BIPOC+W partners and uphold an honorarium model for directors. These initiatives are integral to our commitment to repair, restorative justice, and reconciliation, aligning with decolonial practices and equitable leadership.

10.3 Criteria for Investments in BIPOC+W For-Profit Partners

QCIC's investments will be directed toward businesses that meet the following criteria:

- **Alignment with Mission:** Partners must share QCIC's values of equity, justice, and decolonization, with a focus on uplifting marginalized communities.
- **Social and Economic Impact:** Priority is given to businesses contributing to the economic empowerment and resilience of BIPOC+W communities.



- **Commitment to Restorative Justice:** Businesses must actively engage in repairing historical harm through sustainable and equitable practices.
- **Sustainability:** Investments will target businesses with strong potential for long-term success and positive community impact.

10.4 Support Beyond Financial Investment

QCIC supports BIPOC+W for-profit partners through:

- **Mentorship and Capacity Building:** Offering strategic guidance and business development support.
- **Networking and Advocacy:** Facilitating connections to networks that amplify visibility and impact.
- **Visibility and Representation:** Advocating for equitable representation on platforms promoting economic justice.

10.5 Honorariums for Directors as Part of Equity Model

Once operational dollars are in place, QCIC will ensure that directors are compensated through honorariums to reflect their contributions and uphold principles of equity:

- **Recognizing Expertise and Labor:** Directors provide vital leadership and lived experience, and their contributions are fairly compensated.
- **Equitable Pay for Leadership:** Directors from BIPOC+W communities receive honorariums reflective of their labor and unique challenges in leadership.
- **Promoting Restorative Justice:** Honorariums address historical inequities by ensuring fair pay and valuing diverse leadership.
- **Transparent Honorarium Structure:** QCIC's honorarium practices are clearly defined and communicated to uphold transparency and integrity.

10.6 Metrics and Accountability for Investments and Honorariums

QCIC evaluates the effectiveness of its financial stewardship by measuring:

- **Economic Outcomes:** Growth and community impact of supported BIPOC+W businesses.
- **Leadership Equity:** Fairness in honorarium distribution and equitable representation in leadership.
- **Sustainable Impact:** Long-term changes supporting decolonization, restorative justice, and reconciliation.

10.7 Restorative Justice and Reconciliation Framework

QCIC's financial policies reflect a practical commitment to restorative justice through:



- **Reparative Action:** Investments in BIPOC+W businesses and director honorariums directly repair historical harm.
- **Economic Sovereignty:** Supporting financial independence and empowerment for BIPOC+W communities.
- **Equitable Leadership:** Ensuring fair compensation dismantles historical inequities and fosters inclusive decision-making.

Summary of Article Placement

Governance Section:

- **Article 1: Purpose and Mission**

This article outlines the core purpose and mission of QCIC, defining its commitment to equity, inclusion, and decolonization (EID), and emphasizing the organization's vision for a world where Diversity, Equity, and Inclusion are seamlessly integrated into all aspects of life and community.
- **Article 2: Equity and Inclusion**

This article focuses on the principles of equity and inclusion that underpin QCIC's operations. It highlights the commitment to creating a diverse, inclusive space where historically marginalized communities are centered and supported, ensuring that DEI is embedded into every facet of the organization.
- **Article 3: Structural Accountability and Governance**

This article details the governance structure of QCIC, emphasizing transparency, accountability, and the importance of maintaining an adaptable, collaborative system. It stresses the need for a governance framework that aligns with permaculture principles, where sustainability, interconnectedness, and shared responsibility guide decision-making.

Governance Structure and Operations Section:

- **Article 4: Restorative Justice Framework**

This article outlines how QCIC will implement restorative justice principles throughout its governance and operations, ensuring fairness, reconciliation, and equity in all decisions, particularly when addressing historical injustices and the ongoing impact of colonization.
- **Article 5: Partnerships with BIPOC+W Communities**

This article discusses the framework for fostering and maintaining partnerships with BIPOC+W (Black, Indigenous, and People of Color and White) communities. It



emphasizes mutual support, cultural understanding, and collective empowerment to uplift marginalized communities through shared resources and initiatives.

- **Article 6: Economic Empowerment and Investment Strategy**

This article outlines QCIC's approach to economic empowerment, particularly through resource allocation to BIPOC-led entities, and its commitment to supporting sustainable economic growth that benefits both the organization and the broader community. It includes strategies for reinvesting in initiatives that foster collective wealth and well-being.

- **Article 7: Honorarium Model for Directors and Leadership Compensation**

This article introduces the honorarium model for compensating Directors and leaders within QCIC. It affirms the importance of recognizing and compensating the emotional labor and time invested by leadership, particularly for BIPOC individuals, to ensure equitable participation and leadership in governance.

By-Laws Section:

- **Article 8: Resource Allocation and Transparency**

This article establishes guidelines for resource allocation, ensuring transparency and accountability in how financial and other resources are distributed within the organization. It reinforces QCIC's commitment to fair and just resource management, particularly in support of marginalized communities and initiatives.

- **Article 9: Community Engagement and Outreach**

This article focuses on QCIC's approach to community engagement and outreach, detailing strategies for involving community members in the organization's activities and ensuring that their voices are heard. It aims to create inclusive spaces where community members can actively participate in shaping the direction of the organization.

- **Article 10: Investments in BIPOC+W For-Profit Partners and Honorariums for Directors**

This article outlines the organization's strategy for investing in BIPOC+W for-profit partners, emphasizing the importance of supporting local businesses and entrepreneurs, especially those led by marginalized communities. It also revisits the honorarium model for Directors to ensure that compensation is aligned with the organization's values of equity and justice.