

Society Bylaws

Central Alberta Pride Society

Article 1 - Preamble

1.1 The Society

1.1.1 The name of the society is the Central Alberta Pride Society, which may also be known or referred to as CAPS or the Society.

1.2 The Bylaws

1.2.1 The following articles set forth Bylaws of the Central Alberta Pride Society.

Article 2 - Defining and Interpretation of the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting, or AGM, means the annual general meeting described in Article 5.1.

2.1.3 Board means the elected or appointed Board of Directors of this Society.

2.1.4 Bylaws means the Bylaws of this Society as amended.

2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 Executive Committee, or Executive, means the President, Vice-President, Secretary/Treasurer, and Past President.

2.1.7 Member means a Member of the Society.

2.1.8 Officer means any Officer listed in Article 7.

2.1.9 Society means the Central Alberta Pride Society.

2.1.10 Special Meeting means the special meeting described in Article 5.3.

2.1.11 Special Resolution means:

- a) a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members;
- b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at the General Meeting.

2.1.12 Vacancy means a vacancy on the Board of Directors created by a resignation, removal, or death of a Director.

2.1.13 Voting Member means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

The following rules of interpretation must be applied to interpreting these Bylaws.

2.2.1 Singular and Plural: words in dictating the singular number also include the plural, and vice versa.

2.2.2 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.3 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 - Objects of the Society

3.1 Our Mission (“Mission”)

3.1.1 The mission of the Central Alberta Pride Society is to strengthen our community and cultivate progressive social change through support, awareness, and education regarding LGBTQ2S+ issues.

3.2 Our Vision (“Vision”)

3.2.1 The vision of the Central Alberta Pride Society is a safe community that values, embraces, and celebrates Central Alberta’s diversity.

Section 4 - Membership

4.1 Classification of Members

There shall be two classes of Members:

- a) Community Member
- b) Associate Member

4.1.1 Community Member

To become a Community Member, an individual must:

- a) acknowledge support for the objects and activities of the Society, as amended from time to time; and
- b) pay the annual membership fee for Community Members.

4.1.2 Associate Member

Associate Memberships are open to businesses, corporations, or not-for-profit organizations within 50 kilometre radius of the City of Red Deer. To become an Associate Member, an organization must:

- a) acknowledge support for the objects and activities of the Society, as amended from time to time; and
- b) pay the annual membership fee for Associate Members.

4.2 Admission of Members

Any individual/organization may become a Member in the appropriate category by meeting the requirements in Article 4.1.

4.3 Membership Fees

4.3.1 The Board determines annual membership fees for each category of Members.

4.3.2 The membership year is considered to be April 1 - March 31.

4.3.3 The annual membership fees must be paid on or before April 1 of every year.

4.4 Rights of Members

4.4.1 Any member in good standing each year is entitled to:

- a) receive notice of and attend any meeting of the Society;
- b) speak at any meeting of the Society;
- c) exercise other rights and privileges given to Members in these Bylaws.

4.4.2 Associate Membership is not afforded voting privileges. Only those holding Community Membership in good standing who are at least the legal age of majority in the Province of Alberta are eligible to vote.

4.4.3 A voting Member is entitled to one (1) vote at a meeting of the Society.

4.4.4 A Member is considered to be in good standing when:

- a) the Member has paid membership fees or other required fees to the Society;
- b) the Member is not suspended as a member as provided for under Article 4.4; and

- c) the Member has not had Directorship revoked within the previous three (3) months per Article 6.6.

4.4.5 Any right or privilege afforded by Membership in the Society is not transferable. Any right or privilege afforded by Membership in the Society ceases when the Member resigns, dies, or their membership is forcibly terminated per Article 4.6

4.4.6 Any personal information held by the Society is to be held in strict confidence, and is not to be disclosed, sold, distributed or otherwise shared with any third party without express written consent from the affected Member.

4.5 Suspension of Membership

4.5.1 The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:

- a) if the Member has failed to abide by the Bylaws;
- b) if the Member has been disloyal to the Society;
- c) if the Member has disrupted meetings or functions of the Society; or
- d) if the Member has done or failed to do anything judged to be harmful to the society.

4.6 Ceasing of Membership

4.6.1 Membership shall cease:

- a) by the Member sending or delivering a written notice to the Secretary or President of the Society (Resignation);
- b) if the Member has not paid the annual membership fee within three (3) months following the date fees are due (Withdrawal);
- c) on passage of a Special Resolution at a Special Meeting called for the purpose of forcible termination of membership as a result of causes which are deemed sufficient in the interests of the Society (Forcible Termination); or
- d) death.

4.6.2 Once membership has been deemed ceased, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.7 Liability of Membership

4.7.1 Although a Member may cease to be a Member per Article 4.6, they continue to be liable for any debts owing to the Society at the date of ceasing to be a Member.

4.7.2 No Member is, in their individual capacity, liable for any debt or liability of the Society.

Article 5 - Meetings of the Society

5.1 The Annual General Meeting (AGM)

5.1.1 The Board shall call an AGM on or before March 31 each year. The Board sets the place, day, and time of the meeting.

5.1.2 The Secretary/Treasurer shall email or deliver notice to each Member at least twenty-one (21) days before the Annual General meeting. This notice states the place, date, and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 At every AGM the following business shall be conducted:

- a) adopting the agenda;
- b) considering and approving the minutes of the preceding AGM;
- c) considering a report from the President of the Board of Directors;
- d) considering a report from the Executive Director, if applicable;
- e) reviewing of the financial statements setting out their Society's income, disbursements, and assets and liabilities and the auditor's report;
- f) appointing of the auditors;
- g) election of nominated Directors;
- h) considering matters specified in the meeting notice;
- i) other specific motions that any Members have been given notice of before the meeting is called; and
- j) any other business properly brought forward by the Membership, as outlined in the Act.

5.2 Quorum

5.2.1 Quorum at any meeting of the Society is constituted as 25% + one (1) member.

5.3 Special Meetings

5.3.1 A Special Meeting may be called at any time:

- a) at the discretion of the Board by a resolution to that effect during a general meeting of the Board;
- b) with the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted for debate at this Special Meeting; or
- c) on the written request of at least 25% + one (1) of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted for debate at such Special Meeting.

5.3.2 The Secretary/Treasurer shall email or deliver notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, and time of the Special Meeting, and must include all matter(s) set out for consideration at the Special Meeting. The Board sets the place, day, and time of the Special Meeting

- 5.3.3 Only the matter(s) set out for consideration in the notice to Members for the Special Meeting are considered. No other business may be added to the agenda.
- 5.3.4 Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting, per Article 5.1 and Article 5.2.

5.4 Proceedings at an Annual General Meeting or Special Meeting

- 5.4.1 General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave the meeting.
- 5.4.2 The President of the Board shall preside over every General Meeting of the Society. The Vice-President will act as President in the absence of the President. Should neither the President or Vice-President be present within thirty (30) minutes after the set time for the General Meeting, the Board shall designate one of its own to act as President.
- 5.4.3 The President or designate per Article 5.4.2 cancels the General Meeting if a quorum is not present within thirty (30) minutes after the time set out in the meeting notice. If cancelled, the meeting is rescheduled for one (1) week later at the same place and time. If a quorum is not present within thirty (30) minutes after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.5 Adjournment

- 5.5.1 The President or designate per Article 5.4.2 may adjourn any General Meeting at any time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present, with or without the consent of the Members at the meeting.
- 5.5.2 Should an adjournment occur with unfinished business tabled for consideration by the Membership, the proceeding General Meeting conducts only the unfinished business from the initial Meeting.
- 5.5.3 No notice is required for such a meeting if the General Meeting is adjourned for less than thirty (30) days.
- 5.5.4 Should the meeting be held for thirty (30) days or more, notice must be given the same as that for any General Meeting.

5.6 Voting

- 5.6.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every Meeting. A ballot is used if at least five (5) Voting Members request it.
- 5.6.2 In case of an equality (tie) of votes, the item shall be deemed defeated.
- 5.6.3 A majority of the votes of the Voting Members present decides each issue and resolution presented, unless the issue needs to be decided by a Special Resolution.

5.6.4 The President or designate per Article 5.4.2 declares a resolution carried or defeated. This statement is final, and does not have to include the number of votes for or against the resolution.

5.6.5 Five (5) Voting Members may request a ballot vote. In such a case, the President or designate per Article 5.4.2 must facilitate a ballot vote immediately. Members may withdraw their request for a ballot vote at any time.

5.6.6 The President or designate per Article 5.4.2 decides any dispute on any vote. They decide in good faith, and this decision is final.

5.6.7 A declaration by the Secretary/Treasurer, or in their absence the Director acting in such duty, that a resolution has been carried or defeated shall be evidenced to that effect in the official recorded minutes.

5.7 Proxies

5.7.1 Every Member entitled to vote at a General Meeting may appoint by an instrument in writing (a “Proxy”) a person (a “Proxyholder”) or one or more alternate Proxyholders, who need not be members of the Society, to attend and vote at a General Meeting in the manner, to the extent, and with the authority conferred by the Proxy.

5.7.2 Proxies must be received by the President or Secretary/Treasurer 72 hours prior to an Annual General Meeting or Special Meeting.

5.8 Irregularities or Failure to Give Notice

5.8.1 No action taken at a General Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving notice; or
- c) any error in any notice that does not affect the meaning.

5.8.2 Any irregularity in the notice of any meeting does not prevent the holding of any meeting of the Members, nor does it invalidate any resolution passed or any of the proceedings taken at any meetings of the Members.

5.9 Member’s Right to Speak First

5.9.1 At any AGM or Special Meeting, a member of the Board carries the first opportunity to speak. This process is outlined as follows:

- a) During a meeting, should a Member wish to address the Meeting, they are welcome to do so by the discretion of the President or their designate;
- b) If a Member and Director of the Board both wish to speak, the Director shall always be acknowledged and invited to speak first;

- c) Should another Director wish to speak after the first Director and a Member is still wishing to address the Meeting, the second Director will be acknowledged and invited to speak first.

Section 6 - Governance

6.1 Management of the Society

- 6.1.1 The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

6.2 Powers

- 6.2.1 The Board of Directors has the powers that the Society may legally exercise, except as stated under the *Societies Act*. These powers and duties include, but are not limited to, the power to:
 - a) promoting the objects of the Society;
 - b) promote membership in the Society;
 - c) maintain and protect the Society's assets and property;
 - d) approve an annual budget for the Society;
 - e) Pay all expenses for operating and managing the Society;
 - f) pay persons for services and protecting persons from debts of the Society;
 - g) investment of financial assets as deemed suitable;
 - h) finance the operations of the Society, including facilitating fundraising activities;
 - i) make policies for the management and operation of the Society;
 - j) contract on behalf of the Society, and direct the manner in which any other person or persons may enter into contracts on behalf of the Society;
 - k) make banking and other financial arrangements on behalf of the Society;
 - l) appoint legal counsel as necessary;
 - m) make policies, rules, and regulations for operating the Society, and utilization of its facilities and assets;
 - n) purchase, lease, or otherwise acquire, sell, exchange, or otherwise dispose of the Society's real or personal property and assets; and encumber the assets of the Society;
 - o) without limiting the general responsibilities of the Board, delegating its powers and duties to the Executive Committee or a paid administrator of the Society;
 - p) hire, evaluate, compensate, and terminate all full-time, part-time, or contract employees of the Society;
 - q) purchase insurance with respect to the property, rights, and interests of the Society and to indemnify the Society, its members, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Society;
 - r) make any changes to the Society's organizational structure; and
 - s) determine the Society's strategic priorities and direction.

6.2.2 No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Society except as provided in the Bylaws or by resolution of the Board.

6.2.3 No individual Director shall have any authority to act on behalf of the Society with respect to the transaction of the affairs of the Society except as provided for in the Bylaws or by resolution of the Board.

6.3 Board Composition

6.3.1 The affairs of the Society will be managed by a Board of Directors, consisting of a minimum of six (6) members and a maximum of ten (10) members in addition to the immediate Past President of the Society.

6.3.2 Subject to Article 5, the Board shall determine the number of Directors to be elected at each AGM.

6.4 Qualifications for Directorship

6.4.1 The Directors comprising the Board shall be eligible for election by the following means:

- a) be at least eighteen (18) years of age;
- b) be a member of the Society at the time of their election or appointment, and shall remain a member throughout their term in office;
- c) agree to support the objectives of the Society;
- d) not be an employee, independent paid contractor or paid consultant of the Society;
- e) not be a former independent paid contractor or paid consultant of the Society where services were rendered to the Society within the twelve (12) months preceding their election or appointment to the Board;
- f) not be a current Director of a society whose objects overlap with those of this Society, creating a conflict of interest;
- g) otherwise be legally competent to conduct business and to contract under the laws of Alberta and the federal laws of Canada applicable therein.

6.4.2 Employees of the Society are not eligible for directorship. Former employees of the Society may be eligible for directorship six (6) months following the end of their employment.

6.5 Election of the Directors and Officers

6.5.1 Nominations for the vacant positions on the Board may be made:

- a) in writing to the Secretary/Treasurer at least fourteen (14) days prior to the AGM. The nomination must be accompanied by the consent of the individual nominated; or

b) in person by verbal nomination by any member in good standing at the AGM, where the nomination was not refused.

6.5.2 Any member in good standing may nominate up to three (3) individuals, including themselves, to stand for election as a Director of the Board.

6.5.3 The Board may set the manner and method for election of nominee Directors. Such manner and method must be disclosed to the attendees of the AGM prior to voting beginning.

6.5.4 No person may be appointed to the Board or stand for election to the Board at an AGM if such person has served as a Director during the previous six (6) consecutive AGMs, until at least two (2) years have elapsed since such person ceased to be a Director.

6.5.5 Officers of the Society shall be elected annually by and from the members of the Board of Directors. These Officers may be elected at any time at any meeting of the Board. These Officers will be considered the Executive Committee (“Executive”) and will consist of the President, Vice-President, Secretary/Treasurer, and Past President.

6.6 Removal of a Director

6.6.1 Any Director, upon a majority vote of the Board, may be removed from office or any cause which the Society may deem reasonable.

6.6.2 A removed Director will not have their membership revoked unless they have caused undue hardship or defamation to the Society. This action is at the discretion of the Executive.

6.7 Vacancies

6.7.1 The office of a Director shall be considered vacated if the Director:

- a) resigns by notice in writing to the Society via communication to the President Secretary/Treasurer;
- b) is removed from office per Article 6.6; or
- c) dies.

6.7.2 A Vacancy, however caused, may, so long as a quorum of Directors remains in office, be filled by appointment from amongst the members of the Society prior to the next AGM.

6.7.3 A Vacancy on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, not be filled per the discretion of the Board.

6.7.4 Any person appointed to fill a Vacancy shall serve until the next AGM and may stand for election to the Board at an AGM. In such a case, the term is considered to be reset, and the newly elected Director’s term is considered to have started as of the AGM immediately after they were elected.

6.8 Conflict of Interest

- 6.8.1 All Officers, Directors, members and employees of the Society must discharge their powers and carry out their duties to the Society, as applicable, honestly and in good faith and in the best interests of the Society rather than in their own interest.
- 6.8.2 Where a Director, either on their behalf or while acting for, by, with, or through another, has a material interest, direct or indirect, in any matter, or otherwise has a conflict of interest, such Director shall:
- a) declare their interest at the first meeting of the Board after which they became interested or aware of any such material interest;
 - b) request that their declaration be recorded in the minutes of the meeting; and
 - c) not vote on any resolution or participate in any discussion with respect to the motion concerning the matter.
- 6.8.3 Every declaration of interest and the general nature thereof shall be recorded in the minutes of the Board meeting at which such a declaration was made.
- 6.8.4 *Conflict of Interest Declaration* shall exist as a standing agenda item on all meetings of the Board.

Section 7 - Directors Meetings

7.1 Calling Meetings

- 7.1.1 Meetings of the Board of Directors may be called by the President, Vice-President or any two Directors for the purpose of considering such business as may be set out in the notice. Notice will be delivered in writing. All meetings shall be recorded by the taking of minutes.
- 7.1.2 The Board of Directors shall meet no less than four (4) times between AGMs. This is not inclusive of meetings of committee.
- 7.1.3 The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. Supplementary meetings must be preceded by at least three (3) days notice unless all Directors are in unanimous agreement to hold a meeting.
- 7.1.4 A meeting of the Board may also be held, without notice, immediately following a Membership Meeting.
- 7.1.5 Board Meetings are not open to general membership or members of the public. The Society is not obliged to individually notify members of meetings of the Board, but minutes or summaries/excerpts thereof of meetings of the Board may, at the discretion of the Board, be made available to the members upon request within a reasonable timeframe.

7.1.6 Members of the public may be invited to attend meetings of the Board, should the topic be relevant to the progression of the Mission, Values, and Objectives of the Society.

7.2 Participation

7.2.1 A Director may, if all the Directors consent, participate in a meeting by means outside of in-person meeting as long as it permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. In such case a Director shall be deemed to be present at that meeting.

7.2.2 A Director may not participate or vote in any meeting of the Board by proxy.

7.3 Quorum

7.3.1 A quorum for the transaction of business at a meeting of the Board of Directors shall be 50% + one (1) of the members of the Board.

7.4 Voting

7.4.1 Each Director has one (1) vote, excluding the President and Past President. A show of hands decides every vote at every Board Meeting. A ballot is used if at least five (5) Directors request it.

7.4.2 In case of an equality (tie) of votes, the motion is deemed defeated.

7.4.3 A majority of the votes of the Board Members present decides each issue and motion presented, unless the issue needs to be decided by a Special Resolution.

7.4.4 The President or their designate declares a motion carried or defeated. This statement is final, and does not have to include the number of votes for or against the motion.

7.4.5 Five (5) Directors may request a ballot vote. In such a case, the President or designate must facilitate a ballot vote immediately. Directors may withdraw their request for a ballot vote at any time.

7.4.6 The President or designate decides any dispute on any vote. They decide in good faith, and this decision is final.

7.4.7 A declaration by the Secretary/Treasurer, or in their absence the Director acting in such duty, that a motion has been carried or defeated shall be evidenced to that effect in the official recorded minutes.

7.5 Resolutions In Writing

7.5.1 Notwithstanding any other provision of these Bylaws, a resolution in writing or via email passed by a majority vote of the Directors is as valid and effectual as if it had been passed at a duly called and constituted meeting of the Board of Directors. Such resolutions will be reaffirmed by a motion at the next meeting of the Board and included in the minutes.

Section 7 - Officers

7.1 Officers of the Society

7.1.1 Officers of the Society will include a President, Vice-President, a Secretary/Treasurer.

7.1.2 The President, Vice-President, and Secretary/Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the Board after each AGM, provided that in default of such an election the then incumbents, provided they remain Directors, continue to hold their office until their successors are elected.

7.1.3 The duties of all other Officers of the Society shall be such as the terms of their engagement call for or the Board of Directors requires of them.

7.2 Duties - President

7.2.1 The duties and responsibilities of the President include:

- a) presiding at all meetings of the members of the Society and the Board of Directors;
- b) execute any documents along with the Secretary/Treasurer;
- c) serve as the official spokesperson for the Society;
- d) act as a liaison between the Board, staff, membership, and the community; and
- e) perform any other duties which the Board of Directors may, from time to time, assign.

7.2.2 The President shall be an ex-officio member of all Committees. In their absence, the Vice-President shall attend any such meetings in ex-officio status.

7.2.3 The President is a non-voting position.

7.2.4 The President serves a two (2) year term, and must not serve more than three (3) consecutive terms.

7.2.5 If the office of the President becomes vacant, the Vice-President will be elevated to become the President of the Board of Directors immediately. Another Vice-President must be elected by the Board of Directors within thirty (30) days of the Vacancy being created.

7.3 Duties - Vice-President

7.3.1 The duties and responsibilities of the Vice-President shall include:

- a) preside at all meetings of the members of the Society and the Board of Directors in absence of the President;
- b) execute any documents along with the Secretary/Treasurer;

- c) serve as the official spokesperson for the Society should the President be unavailable;
- d) act as a liaison between the Board, staff, membership, and the community in the President's absence; and
- e) perform any other duties which the Board of Directors may, from time to time, assign.

7.3.2 The Vice-President shall be an ex-officio member of all Committees in the absence of the President per Section 7.2.2.

7.3.3 The Vice-President is a voting eligible position, unless acting in absence of the President.

7.3.4 The Vice-President serves a two (2) year term, and must not serve more than three (3) consecutive terms.

7.3.5 If the office of the President becomes vacant, the Vice-President will be elevated to become the President of the Board of Directors immediately.

7.4 Duties - Secretary/Treasurer

7.4.1 The duties and responsibilities of the Secretary/Treasurer shall include:

- a) attend all meetings of the Board and keep accurate minutes of the same;
- b) receive and store minutes from Committee meetings outside the Board;
- c) keep record of all the members of the Society in a method agreed upon by the Board;
- d) other duties and responsibilities as required by the Act;
- e) perform any other duties which the Board of Directors may, from time to time, assign.

7.4.2 The Secretary serves a two year term, is eligible for re-election, and must not serve more than three (3) consecutive terms.

7.5 Duties - Treasurer

7.5.1 The duties and responsibilities of the Treasurer shall include:

- a) receive monies paid to the Society and be responsible for the deposit of the same in whatever financial institution the Board may order;
- b) ensure proper accounting for the funds of the Society and keep such books as directed;
- c) present a full detailed account of receipts and disbursement to the board at each meeting of the Board;

- d) ensure accurate representation and recording of all physical, tangible and saleable assets of the Society;
- e) prepare for the submission to the AGM a statement duly audited of the financial position of the Society and submit a copy of said report as required by the Act;
- f) have charge of the Seal of the Society, if applicable;
- g) other duties and responsibilities as required by the Act;
- h) perform any other duties which the Board of Directors may, from time to time, assign.

7.5.2 The Treasurer serves a two year term, is eligible for re-election, and must not serve more than three (3) consecutive terms.

7.5.3 At any point in time, the Board may permit one Director to serve as both Secretary and Treasurer subject to term limits set out in Article 7.4.2/7.5.2

Section 8 - Committees

8.1 Board Committees

8.1.1 Committees are to be chaired by one (1) Director.

8.1.2 The Chairperson calls committee meetings. Each committee must:

- a) record minutes of its meetings;
- b) distribute these minutes to committee members; and
- c) provide reports at each Board Meeting.

8.1.3 Notice of committee meetings must be given with considerate notice, stating the date, time, and place of the meeting.

8.1.4 A majority of the committee members present at a meeting is considered a quorum.

8.1.5 For motions in committee, each member of the committee, including the Chairperson, has one (1) vote. In case of an equality (tie) of votes, the motion is deemed defeated.

8.2 Standing Committees

8.2.1 The Board may appoint committees to advise the Board. They will:

- a) report to the Board and sit at the pleasure of the Board, and have such powers and authority as delegated to them by the Board; and
- b) develop a Terms of Reference to outline the work of the committee, including timelines and objectives.

8.2.2 Standing committees shall be chaired by one (1) Director.

8.2.3 Standing committees include:

- a) Executive Committee
- b) Education Committee
- c) Events Committee
- d) Drag Show Committee
- e) Fund Development Committee

8.2.4 Standing committees must meet at least four (4) times per year.

8.3 Executive Committee

8.3.1 The Executive Committee of the Board consists of the President, Vice-President, Secretary/Treasurer and Past President.

8.3.2 The duties and responsibilities of the Executive Committee includes:

- a) planning agendas for Board meetings;
- b) carrying out emergency and unusual business between Board meetings;
- c) reporting to the Board on actions taken between Board meetings
- d) manage the governance of the organization; and
- e) carrying out other duties which the Board of Directors may, from time to time, assign.

8.2 Ad-Hoc Committees

8.2.1 From time to time, Ad Hoc or Project-based committees can be created by majority vote of the Board, and may be led by any Director of the Board, including Executive members.

8.2.2 These committees are to be term or project based. These committees must develop a Terms of Reference to outline the work of the committee, including timelines and objectives. These Terms of Reference must be submitted at the meeting of the Board of Directors immediately following establishment of said committee.

8.2.3 Ad-Hoc committees must execute the requirements outlined in Article 8.1.2.

Section 9 - Employees

9.1.1 The Board of Directors may, from time to time and at its discretion, hire employees, appoint and retain any agents, employees, advisors, and/or contractors it considers necessary at the expense of the Society to assist in furthering the Mission, Vision, and Objectives of the Society.

- 9.1.2 In the event the Board chooses to hire employees, a Hiring Committee shall be established which includes the Executive and two (2) additional Directors.
- 9.1.3 All Employment Contracts must be approved by the Board.
- 9.1.4 The person(s) appointed or retained shall have the authority to and shall perform all duties prescribed by the Board of Directors in their Employment Contract.
- 9.1.5 Any employees retained by the Society will be subject to the laws and regulations of the Province of Alberta.

Section 10 - Finance and Other Management Matters

10.1 Finance and Auditing

- 10.1.1 The Society's fiscal year will be April 1 - March 31.
- 10.1.2 There must be an audit of the books, accounts, and records of the Society at least once each year. A qualified accountant appointed at each AGM must perform this audit. At each AGM, the auditor submits a complete statement of the books for the previous year.

10.2 Seal of the Society

- 10.2.1 The Board may adopt a seal as the Seal of the Society.
- 10.2.2 The Secretary/Treasurer has control and custody of the seal, unless the Board decides otherwise.
- 10.2.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

10.3 Cheques and Contracts of the Society

- 10.3.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.
- 10.3.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

10.4 Records of the Society

- 10.4.1 The Secretary/Treasurer has control and custody of the minutes, and records minutes of all meetings of the Members of the Board.
- 10.4.2 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws applicable in the Province of Alberta.

- 10.4.3 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or Secretary/Treasurer of the Society of their intention to do so. Unless otherwise permitted by the Board, such an inspection will take place with two (2) Directors present.
- 10.4.4 All financial records of the Society are open for inspection by the Members, with reasonable notice.
- 10.4.5 Other records of the Society are open for inspection by the Members, with reasonable notice, with exception to records the Board designates as confidential.

10.5 Borrowing Powers

- 10.5.1 For the purpose of carrying out its objectives, the Society may borrow or raise money, guarantee the obligations of others, and may grant security, hypothecate, pledge or otherwise encumber the Society's assets in a manner as approved by a resolution of the Board.

10.6 Remuneration

- 10.6.1 Directors shall receive no remuneration or non-monetary consideration for acting as Directors.
- 10.6.2 Directors are entitled to reimbursement for any pre-authorized expenses incurred in connection with the Societies affairs, upon appropriate proof of such expenses being presented.

10.7 Indemnification

- 10.7.1 The Society shall indemnify and hold harmless the Directors, their heirs, successors, executors, and administrators, and estates and effects, respectively from time to time and at all times from and against:
- a) all costs, charges and expenses whatsoever that they sustain, or incur, in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by them, in the execution of the duties of their office, including any amount paid to settle an action or satisfy judgement reasonably incurred by them in respect of any civil, criminal, or administrative action or proceeding to which they are made a party by reason of having been a Director of the Society if:
 - i) they acted honestly and in good faith with a view to the best interests of the Society; and
 - ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful; and
 - b) all other costs, charges, and expenses that they sustain, or incur, in or about or arising from or in relation to the affairs except costs, charges, or expenses thereof as are occasioned by their own gross negligence, wilful misconduct, or bad faith.

10.7.2 This Bylaw does not prevent any person from claiming indemnity from the Society on grounds not set out in this Bylaw.

Section 11 - Amending the Bylaws

- 11.1.1 These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General or Special meeting of the Society.
- 11.1.2 The twenty one (21) days notice of the AGM or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 11.1.3 The amended bylaws take effect after approval of the Special Resolution at the AGM or Special meeting and accepted by the Corporate Registry of Alberta.

Article 12 - Winding Up and Dissolution

12.1 Dissolution

- 12.1.1 The Society may be wound up or dissolved pursuant to the provisions of the *Societies Act* or its successor legislation and subject to the following:
- a) any resolution to wind up or dissolve the Society must be a Special Resolution of the Society and is subject to the terms of these Bylaws herein; and
 - b) should such a resolution be successful, all remaining assets and liabilities of the Society shall be dealt with within forty-five (45) days of the Society's dissolution.

12.2 Assets and Liabilities

- 12.2.1 All physical, tangible, and saleable assets of the Society will be sold to cover off any payment of any debt or financial liability. The sale of such assets will be managed by the Executive.
- 12.2.2 Upon winding up or dissolution of the Society, any financial assets remaining after payment of any debt and liabilities must be donated in such proportion as the Members of the Society may decide by a majority vote at the time of winding up or dissolution of the Society to one (1) or more organizations having like minded objectives to the Society.
- 12.2.3 The Society does not pay any dividends or distribute its property among its members. Likewise, in no event do any Members receive any assets of the Society.