

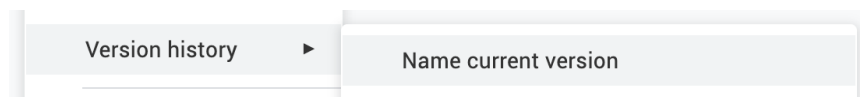


REGINA PRIDE INC. BYLAWS OF THE ORGANIZATION

This table MUST be completed whenever the document is edited.

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Mission of the Organization

Throughout the year, we strive to:

- Promote pride and positive self-esteem in the GSD (Gender and Sexually Diverse) community in Regina and the surrounding area.
- Raise awareness and counteract discrimination of GSD people in the larger community.
- Plan a yearly Pride celebration within the city of Regina.
- Work with organizations and individuals who support the GSD community to promote strong partnerships.
- Work with GSD support groups within the community to encourage solidarity amongst them.

Article I: Name and Definitions

1. Name:

- i. Regina Pride Inc.

2. Definitions:

- I. Regina Pride Inc. will herein be known as “the Organization.”
- II. “Entire Membership” refers to all General Members, including the Board of Directors.
- III. “Gender and Sexually Diverse” refers to all people within, but not limited to, the LGBT2QQAPI (Lesbian, Gay, Bi, Trans*, Two-Spirited, Queer, Questioning, Asexual, Pansexual, Intersex) spectrum. GSD is a more inclusive term that makes no assumptions about an individual’s identity.
- IV. All people who self-identify within the Gender and/or Sexually Diverse spectrum are included in our definition of “community.”
- V. “Board Member” and “Board member” shall refer to a current Director of the
- VI. Organization as defined by the *Non-Profit Corporations Act, 1995*.
- VII. “Board of Directors” shall refer to the collective, current Board Members (Directors) of the Organization as a whole.¹
- VIII. “Voters” shall refer to any Member as defined in Article II, ¶1.i present at a Meeting of the Membership (either in person or by valid proxy).²

¹ V, VI, VII Amended at 2014 AGM

² VIII Amended at 2014 AGM

Article II: Membership

Members and Supporters

1. There shall be one (1) class of membership:³
 - i. **Member:** any individual who is in good standing with the Organization who has completed the appropriate application and has paid the membership fee to the Organization.
2. The following Membership Fees shall apply to all membership applications:⁴
 - i. Member: \$5 (Five Dollars)
 - ii. The Organization reserves the right to waive or substitute a Membership Fee in its entirety for any reason.
 - a. Substitution may be in the form of one (1) volunteer service hour tracked with the Organization.
3. Ineligibility:
 - i. Corporations will not be eligible for membership in the Organization.
 - ii. Individuals outside of the province of Saskatchewan.⁵
4. Rights of Members:
 - i. All Members will have voting privileges at General Membership Meetings and Elections of the Organization.
 - ii. All Members in Good Standing will be eligible to serve on the Board of Directors without restriction.
5. Cessation:
 - i. A Member will cease to be a Member of the Organization upon providing written notice of termination to the Board of Directors. There will be no refund of membership fees collected.
 - ii. All Members from the previous fiscal year shall cease to be Members upon the call to order of the AGM. Memberships need to be renewed annually.⁶

³ 1. Amended at 2020 AGM

⁴ 2. Amended at 2020 AGM

⁵ 3.ii. Amended at 2020 AGM

⁶ 4.ii Amended 2014 AGM

6. Expulsion of Members:

- i. The Board of Directors, or their designate, shall endeavour to assist in the informal resolution of any issues leading to a call for the expulsion of a member.
- ii. If informal means do not satisfactorily resolve such issues, the Board of Directors, or their designate, may call an Expulsion Meeting.
- iii. The Board of Directors, or their designate, may temporarily suspend a member's right to attend meetings and other functions of the Organization pending the expulsion meeting.
- iv. The Board of Directors, or their designate, must give the Entire Membership two weeks' notice of an expulsion meeting.
- v. The Board of Directors, or their designate, must give the member in question two weeks' notice of the Expulsion Meeting in writing.
- vi. The member in question will be given the opportunity for defense and/or rebuttal at the Expulsion meeting.
- vii. A member can be expelled only by a two-thirds (2/3) majority vote of all members in attendance of the Expulsion meeting.
- viii. Appropriate reason(s) for expulsion include but are not limited to any conduct that endangers the physical or emotional health and safety of fellow members (e.g., verbal, physical, or sexual harassment or assault, discrimination, etc.).

Article III: Board of Directors

1. All members of the Board of Directors must be Members in good standing with the Organization.
2. To become a Board Member, one must be nominated and elected at a meeting of members or, in the case of a vacancy, appointed by the Board of Directors by a simple majority.⁷
 - i. Board members who have served a minimum of 6 months on the Board of Directors shall be given first right of refusal at an executive position if the situation arises.
 - ii. Appointed board members positions will be an interim until the next AGM.⁸
3. There is no hierarchy within the Board of Directors; each Board Member has one vote at General Membership Meetings and one vote at Board Meetings.

⁷ 2 Amended at 2014 AGM

⁸ 2.i, 2.ii Added at 2024 AGM

4. The Board of Directors shall serve without wages or salaries and consists of a minimum of three (3) and a maximum of thirteen (13) individuals drawn from membership.⁹

i. The Board of Directors shall be composed of:

- a. Two (2) Co-Chairs (Executive positions)
- b. One (1) Secretary (Executive Position)
- c. One (1) Treasurer (Executive Position)
- d. One (1) Marketing Coordinator
- e. One (1) Sponsorship Coordinator
- f. One (1) Volunteer Coordinator
- g. One (1) Events Coordinator
- h. One (1) Outreach Coordinator
- i. Up to four (4) Members-at-Large

ii. The Board of Directors may introduce additional roles as required, and such roles will be fulfilled by Members-at-Large.

5. The term of office for a Director shall be two (2) years (from the date of election or appointment until the 2nd Following Annual General Meeting).¹⁰

- i. The Co-Chair terms shall be staggered by one (1) year, resulting in one (1) Co-Chair being elected at each Annual General Meeting while the other Co-Chair is mid-term.
- ii. The Secretary and 5 of 9 general board member terms shall start on odd-number years.
- iii. The Treasurer and 4 of 9 general board member terms shall start on even-number.

6. Vacancies shall be filled by the Board at any time needed throughout the year as long as the previous qualifications have been met, and the Board is operating within their minimum and maximum numbers.

7. Removal from Office:

- i. A Board member with three consecutive, unexcused meeting absences (as noted by the Secretary or designate) will be considered to have voluntarily resigned from their position as Director.¹¹
- ii. A Board member that acts in conflict with the Organization's mandate, mission, or visions, or direction in general may be dismissed from the Board by the discretion of the Board.

⁹ 4 Amended at 2024 AGM

¹⁰ 5, 5.i, 5.ii, 5.iii Amended at 2024 AGM

¹¹ 7i Amended at 2014 AGM

iii. Any fees collected from a Board member who is removed from office are not reimbursed to that member.

8. Board of Directors Meetings:

- i. Board of Directors will be required to set meeting dates and times as they see fit.
- ii. The minutes of all Board Meetings shall be made available to the Board of Directors within one (1) week and to the entire membership within two (2) weeks. Board Meeting minutes will be electronically mailed to the Board of Directors and will be posted and accessible in the form of a digital download found on the Organization's website.
- iii. Quorum requires the attendance of 50% of the Board members at a meeting.

Article IV: Elections

1. General Elections for the Offices of the Board shall be held in conjunction with the Annual General Meeting and any Special General Meetings.

2. All members of the Organization in good standing shall be eligible to vote in any election.

3. Executive Positions (Co-Chairs, Secretary, Treasurer) shall be voted on by the membership in a separate vote.¹²

4. Voting Procedure

- i. Voting shall take place by secret ballot.
- ii. Voters must affirm approval, disapproval, or abstention-from-approval for each candidate.
- iii. Voters may disapprove or abstain-from-approval as many candidates as they wish. Voters cannot approve a number of candidates that exceeds the number of available seats on the Board of Directors
- iv. The first seat on the Board of Directors will be given to the candidates who received the most affirmed approvals. The next seat will be given to the candidate who received the next highest number of affirmed approvals, and so forth, until all available seats have been filled.
- v. In the event that a tie should result in a number of approved candidates in excess of the number of available seats, a second vote will be held in order to choose between the tied candidates. The candidate who wins a simple majority in the second vote will be declared the holder of the seat.

¹² 3 Amended at 2020 AGM (and put into the correct Article)

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- vi. Only those candidates who have received a simple majority of affirmed approvals.
(i.e. More than 50% of the number of votes) can hold office.

5. Proxies: Every Member entitled to vote at a meeting of the Membership may, by means of a proxy, appoint another member as their nominee to attend and act at the meeting to the extent and with the power conferred by the proxy. The proxy shall be in writing executed by the member and shall contain:

- i. Their printed name
- ii. Their signature
- iii. The name of the member being authorized to exercise their vote
- iv. The date of the meeting for which the proxy will be valid.

The proxy must be deposited with a member of the Board no later than twenty-four (24) hours before the appointed time of the meeting. No member shall wield over two (2) proxy votes at any given meeting.

Article V: Meetings of the Members

1. General Meetings

- i. A General Meeting of the Entire Membership may be called at any time by the Organization given no less than two (2) weeks' notice (of date, time, and place).
- ii. The minutes of all General Meetings shall be made available to the Entire Membership within one (1) week. Minutes will be posted and accessible in the form of a digital download found on the Organization's website.

2. Annual General Meeting (AGM)

- i. A regular meeting of the Entire Membership must be held within sixty (60) days of the fiscal year-end at a date and time to be posted by the Board of Directors at least fifteen (15) calendar days before the proposed meeting.¹³

Article VI: Banking

There must be a minimum of three (3) and a maximum of four (4) Board Members with signing authority on all accounts held in the Organization's name. All cheques must be signed by two (2)

¹³ 2.i. Amended at 2014 AGM



Board Members with signing authority. Preferably, these people will be the Chair/Co-Chair, the Secretary, and the Treasurer.¹⁴

Article VII: Amendments¹⁵

1. Bylaws can only be amended:
 - i. by a two-thirds ($\frac{2}{3}$) majority at a General Meeting; or
 - ii. by the Directors through resolution, in accordance to the Canada Not-for-profit Corporations Act Subsection 152 and must not be considered a “fundamental change” as outlined in CNPCA Subsection 197.
2. Any intention to amend the Bylaws must be given in notice to the Members at least two (2) weeks before the scheduled General Meeting.
 - i. Directors are encouraged to invite Members to review the bylaws and submit proposals prior to the date required to give notice of a General Meeting.
3. Any member entitled to vote at an annual meeting of members may propose an amendment from the floor during a meeting of members as outlined in CNPCA Subsection 163-1-b.

¹⁴ VI Amended at 2014 AGM

¹⁵ VII Amended at the 2020 AGM