



Bylaws of Quesnel Pride Society

Created September 2019

Amended October 2020

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time;

"LGBTQ+" mean people who have the following diverse identities: Gay, Lesbian, Bisexual, Transgender, Two-Spirit, Queer, Questioning, Asexual, Intersexed, Non-Binary, Genderfluid, etc.;

"Allies" means that a heterosexual and/or cisgender person supports equal civil rights, gender equality, LGBT social movements, and challenges homophobia, biphobia, and transphobia.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

2.1 A person may apply to the Board for membership in the Society by attending the AGM, or by permission of the Board at other times with a request in writing and payment of the current annual dues. The Board may waive annual membership dues at their discretion.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Member not in good standing

2.3 A member is not in good standing if the member fails to comply with the constitution of the Society and must comply with these Bylaws.

Member not in good standing may not vote

2.4 A voting member who is not in good standing
(a) may not vote at a general meeting, and
(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.5 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:
(a) adoption of rules of order;

- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or accountant;
- (d) election or appointment of directors;
- (e) appointment of an accountant, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is a minimum of 3 voting members.

Lack of quorum at commencement of meeting

3.8 If, at the time set for holding a general meeting, a quorum of voting members is not present, in the case of a meeting convened on the requisition of members, the meeting is terminated.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Order of business at general meeting

3.10 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the accountant's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an accountant, if any;

- (v) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (vi) terminate the meeting.

Methods of voting

3.11 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.12 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.13 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.14 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Term of directors

4.5 All Board members will serve a two-year term, renewable a maximum of two times (for 6 years total).

Removal of directors

4.6 A director may be removed for cause by a majority vote of the Board. Causes include:

- (a) missing three consecutive Board meetings without leave of absence;
- (b) abusive, harassing, or inappropriate behaviour.

Termination of directors

4.7 A person shall cease to be a director by:

- (a) delivering their resignation in writing to the Board Secretary;
- (b) upon accepting any salaried position with the Quesnel Pride Society;
- (c) upon being a member not in good standing; or
- (d) upon death.

Part 5 – Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Quorum of directors

5.4 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 — Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

Part 7 — Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 – Reporting Society Provisions

Accountant

8.1 The Society must have an accountant.

Requirements for changing accountant

8.2 At an annual general meeting, a resolution appointing an accountant, other than the incumbent accountant, must not be proposed unless

- (a) the incumbent accountant has declined reappointment, or
- (b) at least 14 days' written notice of the proposed resolution has been given to
 - (i) all persons entitled to receive notice of the meeting, and
 - (ii) the incumbent accountant.

Comparative financial statements

8.3 The financial statements of the Society must be prepared as comparative financial statements relating separately to

- (a) the period determined under section 35 (2) of the *Societies Act*, and
- (b) the preceding period, if any, in relation to which financial statements for the Society were prepared.

Exception to requirement for comparative financial statements

8.4 Despite Reporting Society Provision 3, the financial statements of the Society may deal with only the period determined under section 35 (2) of the *Societies Act* if the reason for doing so is set out in the financial statements.

Providing financial statements and accountant's report to accountant and members

8.5 At least 10 days before the date of each annual general meeting, the Society must send to the accountant and to each member a copy of

- (a) the financial statements that are to be presented at the meeting, and
- (b) the accountant's report, as defined in section 1 of the *Societies Act*, on those financial statements.

Providing financial statements and accountant's report to security holder

8.6 The Society, on request of a person holding a bond, debenture, note or other evidence of debt obligation, whether secured or unsecured, of the Society, must send to the person a copy of the Society's latest financial statements and a copy of the accountant's report, as defined in section 1 of the *Societies Act*, on those financial statements.

Part 9 – Sunset Clause

Dissolution of the Society

9.1 On the winding up or dissolution of this society, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of this Society, or, if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada.