

# Management, Ownership and Organization

The following document registered under the societies act, R.S.A. 2000 C. S-14, are the by laws that will be used to govern Pride Centre of Edmonton.

## 1. NAME

- a. The Name of the Society is Gay, Lesbian, Bisexual, Transgendered Pride Centre of Edmonton (herein called the "Society").

## 2. MEMBERSHIP

### a. Types of Membership

- i. There are three types of membership in the Society being:

- (1) Voting Members;
- (2) Non-Voting Members;
- (3) Honorary Members.

### b. Eligibility

- i. To be eligible for membership, a person must support the objects of the Society. To be eligible to be a Voting Member, a person must be 18 years of age or older. To be eligible to be a Non-Voting or Honorary Member, a person must be 16 years of age or older.

### c. Voting Members

- i. The subscribers to the Application shall be Voting Members.
- ii. The Board of Directors may, from time to time, invite any eligible person to become a Voting Member.
- iii. A person becomes a Voting Member upon accepting an invitation from the Board of Directors to become a Voting Member and upon payment of the membership fee for Voting Members and remains a Voting Member until he or she resigns or his or her membership is terminated.
- iv. A Voting Member of the Society is entitled to all the rights and privileges of membership and is bound by all obligations related to the membership.

- v. A Voting Member is entitled to:
    - (1) attend and participate in all general meetings and other activities and events of the Society;
    - (2) to stand for election to any of the positions that make up the Board of Directors of the Society;
    - (3) to exercise all other rights normally associated with membership in a society.
  - vi. A Voting Member must be in general agreement with the Objects of the Society and must abide by the by-laws of the Society but nothing in this clause prevents a Voting Member from proposing changes to the objects or the By-laws of the Society.
- d. Non- Voting Members
- i. All persons who are members in good standing of the Gay and Lesbian Community Centre of Edmonton Society as of July 31, 2004 shall be Non-Voting Members.
  - ii. Any eligible person who wants to become a Non-Voting Member may apply in writing to the Secretary or the President. The Society may adopt an application form from time to time.
  - iii. The Board of Directors will decide whether or not to accept the application.
  - iv. The Secretary, or other Director acting in the place of the Secretary, will notify the applicant of the decision of the Board of Directors.
  - v. Should the Board of Directors accept the application, the applicant becomes a Non-Voting Member upon payment of the annual membership fee.
  - vi. A Non-voting Member is not entitled to:
    - (1) vote;
    - (2) attend and participate in a general meeting or other activities or events of the Society unless the meeting or event is open to Non-Voting Members.

- e. Honorary Members
  - i. The Board of Directors may make any person or organization an Honorary Member of the Society.
  - ii. An Honorary Member is not entitled to:
    - (1) vote;
    - (2) attend and participate in a general meeting or other activities or events of the Society unless the meeting or event is open to Honorary Members.
- f. Annual Membership Fees
  - i. The Board of Directors will, from time to time set annual membership fees for Voting Members and Non-Voting Members.
- g. Withdrawal From Society
  - i. Any Member who wishes to withdraw from the Society may do so by written notice to the Secretary or the President.
- h. Loss Or Termination Of Membership
  - i. Annual membership fees are due on January 1 of each year. If a Voting Member or Non-Voting Member has not paid his or her membership fees by April 1 of any year, his or her membership is terminated. Any former member whose membership was terminated for failure to pay annual membership fees may be reinstated without an application to the Board of Directors if he or she pays all outstanding annual membership fees.
  - ii. The membership of any Voting Member, Non-Voting Member or Honorary Member (in this clause (h) called the "Questioned Member") may be terminated by a vote of the majority of the Voting Members of the Society who vote on the question.
  - iii. Should the Board of Directors decide that the conduct of the Questioned Member is such that his or her membership should be terminated, the Board of Directors shall do the following:
    - (1) notify the Questioned Member of the decision of the Board of Directors and the reasons for the decision and advise the Questioned Member of his or her right to respond within 15 days;
    - (2) call a meeting of the Voting Members and provide to them at the meeting the decision of the Board of Directors, the response of the Questioned Member and any other material the Board of Directors may feel relevant to the question.

- iv. At the meeting of the Voting Members a resolution shall be put forward to terminate the membership of the Questioned Member and the Voting Members shall approve or reject the resolution or table the resolution to a later meeting.
- v. Any decision of the Voting Members to terminate the membership of the Questioned Member is final and not subject to appeal.
- vi. The Board of Directors may give any notice to be given to a Member to the address of the Member last recorded on the books and records of the Society by letter, fax or e-mail or by any other manner which provides notice to the Member.

### 3. **MEETINGS OF MEMBERS**

#### a. Annual Meeting

- i. The Society must hold an Annual Meeting each year at a time and place to be determined by the Board of Directors.
- ii. The Society is to give written notice to each Voting Member of the Society of the date, time and place of the Annual Meeting at least thirty (30) days before the Annual Meeting.

#### b. General Meeting

- i. The Society may hold a General Meeting of the Voting Members of the Society whenever the President decides that such a meeting is necessary or advisable.
- ii. The Society is to give written notice to each Voting Member of the Society of the time and place of any General Meeting at least twenty (20) days before the General Meeting.

#### c. Special Meeting

- i. The President must call a Special Meeting of the Voting Members of the Society whenever requested to do so in writing by a majority of the Board of Directors or by at least 10% of the Voting Members of the Society. Any such request must state clearly the business to be transacted at the meeting. If the President does not call a Special Meeting of the Voting Members of the Society within thirty (30) days of receipt of the request, then the Voting Members making the request may themselves call a Special Meeting of the Voting Members of the Society.
- ii. The Society is to give written notice to each Voting Member of the Society of the time and place of any Special Meeting at least twenty (20) days before the Special Meeting.

- d. Notice
  - i. Notice of a meeting of the Society may be given to any Member by ordinary mail, by fax or by e-mail or by any other method that provides notice to the Member. Any notice to be given to a Member is sufficiently given if sent to the address of the Member last recorded on the books and records of the Society.
- e. Quorum
  - i. The quorum at any General Meeting or Special Meeting or Annual Meeting of the Society is **one-third of the** Voting Members.
  - ii. If there is not a quorum within thirty minutes from the time a General Meeting or a Special Meeting or an Annual Meeting is to begin, the meeting may not transact any business, except that the Voting Members present may adjourn the meeting to a later date.
- f. Voting
  - i. Each Voting Member, except the Voting Member occupying the chair, is entitled to one vote.
  - ii. In the event of a tie vote, the Voting Member occupying the chair is entitled to a casting vote.
  - iii. A Voting Member must cast his or her own vote and no Voting Member is entitled to vote by proxy.
- g. Irregularities
  - i. Any irregularity in the notice of any meeting or the accidental omission to give a notice to, or the non-receipt of a notice by, any Member or Members 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 meeting of the Members.
  - ii. All acts done by any meeting of the Members are valid and subsisting even if it is subsequently discovered that one or more persons admitted to membership were not eligible to be Members.

#### 4. **BOARD OF DIRECTORS**

- a. Powers Of Board of Directors
  - i. The Board of Directors is to manage the affairs of the Society.
- b. Composition And Election Of Board of Directors

- i. The Society is to have an Board of Directors consisting of the President, the Vice-President, the past President, the Secretary, the Treasurer and five Members-At Large.
- ii. A Vice-President will be chosen each year by the Voting Members. The Vice-President will be serve a one year term as Vice-President, then a further term of one year as President and then a further term of one year as Past President.
- iii. Each of the Secretary, Treasurer and Members-At Large is to be elected by the Voting Members for a term of three years.
- iv. Any person is eligible to stand for election to any of the positions in the Board of Directors except that the Past President may not stand for re-election for at least one year.
- v. Nominations for vacant positions on the Board of Directors must be made in writing to the Secretary on or before September 1 of each year. The nomination must be accompanied by the consent of the person nominated.
- vi. The Board of Directors must:
  - (1) advise all Voting Members of the names of the persons nominated for election to the Board of Directors; and
  - (2) arrange for the election(s) necessary to fill all vacant positions on the Board of Directors to be held at the Annual Meeting of the Society.
- vii. The ballots are to be counted by two members of the Board of Directors chosen by the Board of Directors for that task.
- viii. If the office of President becomes vacant, the President-Elect will immediately become President and will serve the remainder of the term of the departed President and will then serve the term as President that he or she would normally have served.
- ix. If any office on the Board of Directors other than President becomes vacant the President, with the consent of the Board of Directors, is to appoint an eligible person to fill the vacancy for the rest of the term of the departed Board of Directors member.
- x. At least one-quarter of the members of the Board of Directors shall be persons self-identified as female, and at least one-quarter shall be persons self-identified as male. If at any time the representation of either gender is less than one-quarter of the members of the Board of Directors the President, with the consent of the Board of Directors, is to appoint as many additional eligible persons of that gender as Members-at-Large as are required to correct the deficiency. The term of office of such additional Members-at-Large shall be until the next Annual Meeting of the Society.

- c. Disqualification Of Member of Board of Directors
  - i. Notwithstanding any other provision of these by-laws, any Director must resign if he or she:
    - (1) becomes a party to a contract for profit with the Society; or
    - (2) becomes an employee of the Society.
- d. Removal Of Director
  - i. Any Director (in this clause (d) called the “Questioned Director”) may be removed from the Board of Directors by a vote of the majority of the Voting Members of the Society who vote on the question.
  - ii. Should 10% or more of the Voting Members of the Society call for the removal of a Director, the Board of Directors shall do the following:
    - (1) notify the Questioned Director of the call for his or her removal and advise the Questioned Director of his or her right to respond within fifteen (15) days;
    - (2) call a meeting of the Voting Members.
  - iii. At the meeting of the Voting Members a resolution shall be put forward to remove the Questioned Director and the Voting Members shall approve or reject the resolution or table the resolution to a later meeting.
  - iv. Any decision of the Voting Members to remove the Questioned Director is final and not subject to appeal.
  - v. The Board of Directors may give any notice to be given to a Member to the address of the Member last recorded on the books and records of the Society by letter, fax or e-mail or by any other manner which provides notice to the Member.
- e. Remuneration of Directors
  - i. The Society is not to pay any Director for his or her work on the Board of Directors but may reimburse him or her for out-of-pocket expenses.

## 5. MEETINGS OF BOARD OF DIRECTORS

### a. Meetings

- i. The President of the Society may call a meeting of the Board of Directors whenever he or she decides that such a meeting is necessary or advisable.
- ii. The Board of Directors may, by resolution at any meeting, decide upon the date, time and place of its next meeting.
- iii. The President must call a meeting of the Board of Directors whenever requested to do so in writing by at least four (4) members of the Board of Directors. Any such request must state clearly the business to be transacted at the meeting. If the President does not call a meeting of the Board of Directors within fourteen (14) days of receipt of the request, then the Directors making the request may themselves call a meeting of the Board of Directors.
- iv. The Society is to give notice to each Director of the Society of the date, time and place of any meeting of the Board of Directors at least fourteen (14) days before the meeting but any meeting may be convened on shorter notice with the consent of all the Directors. Notice may be given personally to a Director or by telephone, in writing or by e-mail.

### b. Quorum

- i. The quorum at any meeting of the Board of Directors is **two-thirds of the** Directors.

### c. Voting

- i. Each Director, except the Director occupying the chair, is entitled to one vote.
- ii. In the event of a tie vote the Director occupying the chair is entitled to a casting vote.
- iii. A Director must cast his or her own vote and no Director is entitled to vote by proxy.

### d. Resolution In Writing

- i. Notwithstanding any other provision of these by-laws, a resolution in writing, signed by all of the Directors, without their meeting together, is as valid and effectual as if it had been passed at a duly called and constituted meeting of the Board of Directors. The resolution may be signed in counterpart.

- e. Participation By Means Of Communication Device
  - i. If all the Directors present at any meeting consent, one or more Directors may participate in a meeting of the Board of Directors by means of a telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other. A Director participating in a meeting by such means is deemed to be present at the meeting.
- f. Irregularities
  - i. Any irregularity in the notice of any meeting or the accidental omission to give a notice to, or the non-receipt of a notice, by Director or Directors does not prevent the holding of any meeting of the Board of Directors nor does it invalidate any resolution passed or any of the proceedings taken at any meeting of the Board of Directors.
  - ii. All acts done by any meeting of the Board of Directors, or by any person acting as a Director, or by a resolution in writing of the Board of Directors, are valid and subsisting even if it is subsequently discovered that there was some defect in the appointment of any Director or that one or more persons elected to the Board of Directors were not qualified to be Directors.

6. **DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS**

- a. Duties Of The President
  - i. The President is, unless some other member is appointed by the meeting to do so, to preside at all meetings of the members of the Society and the Board of Directors of the Society.
  - ii. The President is to decide all points of order but such decisions of the President are subject to appeal to the meeting.
  - iii. The President is ex-officio a member of all committees of the Society.
  - iv. The President is to serve as the Spokesperson for the Society.
- b. Duties of the Past President
  - i. The Past President is to discharge the duties of the President if the President is absent or unable to act.
  - ii. The Past President is to perform the duties assigned by the President.

- c. Duties of the Vice-President
  - i. The Vice-President is to discharge the duties of the President if the President and Past President are absent or unable to act.
  - ii. The Vice-President is to perform the duties assigned by the President.
- d. Duties of the Secretary
  - i. The Secretary is to ensure that correct minutes are kept of all meetings of the members of the Society and the Board of Directors.
  - ii. The Secretary is to send all notice of meetings but, if the President believes it preferable, the President may send the notice for any meeting.
  - iii. The Secretary is to keep an up-to-date and accurate list of the members of the Society.
  - iv. The Secretary is to ensure the safekeeping of all records, books, papers and documents of the Society, except for the financial records and books and, upon leaving office, shall deliver to his or her successor the papers and documents of the Society in his or her possession.
- e. Duties of the Treasurer
  - i. The Treasurer is to ensure that all money paid to the Society is deposited in the chartered bank, treasury branch, credit union or trust company used by the Society and to ensure that receipts are issued for any such money. The Treasurer may ensure that deposits are made and receipts are given by staff employed by the Society.
  - ii. The Treasurer is to ensure that a proper set of books is kept by the Society showing accurately the dealings of the Society and is to ensure that those records are safely kept.
  - iii. The Treasurer is to present a detailed account of the receipts and disbursements of the Society to the Board of Directors whenever requested.
  - iv. The Treasurer is to present to the annual meeting of the Society a statement of the financial position of the Society showing, among other things, the receipts and disbursements since the last annual meeting, the outstanding accounts receivable, the outstanding accounts payable, the amount owing on any loan to the Society and the amount the Society holds on deposit in the chartered bank, treasury branch, credit union or trust company used by the Society.

7. **POTENTIAL CONFLICT OF INTEREST**

- a. A Director or Voting Member who is directly or indirectly interested in a proposed contract or transaction involving the Society must disclose fully and promptly the nature and extent of his or her interest. Any such Director or Voting Member must leave the meeting while the proposed contract or transaction is under discussion and voted upon. Any such Director or Voting Member must abstain from voting on issues pertaining to the proposed contract or transaction and is not to be considered as part of the quorum during his absence from the meeting.

8. **INDEMNIFICATION OF MEMBERS**

- a. The Society must indemnify a Director, a former Director, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him or her, in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director of the Society if:
  - i. he or she 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, he or she had reasonable grounds for believing that his or her conduct was lawful.
- b. This by-law does not prevent any person from claiming indemnity from the Society on grounds not set out in this by-law.
- c. The Society may purchase and maintain insurance for the benefit of any person referred to in section 8 (a) against any liability incurred by him or her in his or her capacity as a Director of the Society.

9. **FINANCIAL RECORDS AND AUDIT**

- a. The Society is to keep books and accounts under the direction of the Treasurer.
- b. The books, accounts and records of the Treasurer are to be reviewed at least once each year by a duly accredited accountant named for that purpose by the Board of Directors. Following the end of each fiscal year of the Society, a financial statement is to be prepared by the accountant so named and filed in accordance with the requirements of the Societies Act.

10. **STAFF**

- a. The Society may, by a decision of its Board of Directors, hire one or more staff persons to carry out such duties and functions as the Board of Directors thinks necessary or appropriate.

- b. The remuneration of any person employed by the Society will be set by the Board of Directors.

**11. ROBERT'S RULES OF ORDER**

- a. Meetings of the Society must be conducted in accordance with Robert's Rules Of Order but should Robert's Rules Of Order conflict with these by-laws then the provisions of these by-laws shall prevail.

**12. EXPENDITURE OF FUNDS**

- a. The Board of Directors may direct from time to time who is entitled to sign cheques on behalf of the Society.

**13. BORROWING POWERS**

- a. For the purpose of carrying out its objects, the Society may borrow or raise money as the Board of Directors thinks fit but no property of the Society may be pledged to secure the payment of money without the approval of a Special Resolution of the Society.

**14. CUSTODY OF MINUTES AND RECORDS**

- a. The Secretary is to ensure that minutes are made of all meetings of the members and Board of Directors of the Society.
- b. The Secretary is to ensure that there is a list of the members of the Society.
- c. The Secretary is responsible for the safekeeping of the minutes of the meetings and all other records of the Society, other than financial records.

**15. ACCESS TO BOOKS AND RECORDS**

- a. Any Voting Member of the Society may request the Board of Directors that he or she be allowed to examine:
  - i. Any minutes of meetings of the Board of Directors or the Members, provided such minutes have been approved as correct by a subsequent meeting.
  - ii. Financial statements that have been presented to an annual meeting of the Society.
  - iii. Any financial information or records that have been presented to the Board of Directors.

- b. The examination will take place in the presence of a representative of the Society chosen by the Board of Directors. The date, time and place of the examination will be chosen by the Board of Directors.

**16. CORPORATE SEAL**

- a. The corporate seal of the Society is kept by the President. The Corporate seal may be used only when accompanied by the signatures of any two Directors or by any person or persons so authorized by the Board of Directors.

**17. AMENDMENT, ALTERATION OR RECESSION OF BY-LAWS**

- a. The Society may amend, alter or rescind its by-laws only by a Special Resolution of the Society.

**18. WINDING UP AND DISSOLUTION**

- a. The Society may be wound-up or dissolved pursuant to The Societies Act of Alberta or its successor legislation and subject to the following:
  - i. Any resolution to wind-up or dissolve the Society must be a Special Resolution of the Society.
  - ii. Upon winding-up or dissolution of the Society any assets remaining after payment of any debts and liabilities must be donated in such proportion as the Members of the Society may decide by a majority vote at the time of the winding-up or dissolution of the Society to one or more organizations having like objectives to the Society.

# The Societies Act

## APPLICATION

We the undersigned, hereby declare that we desire to form a society under the *Societies Act* R.S.A. 2000, and that:

19. The name of the Society is GAY, LESBIAN, BISEXUAL AND TRANSGENDERED PRIDE CENTRE OF EDMONTON.
20. The objects of the Society are:
  - a to promote and provide, and to provide services related to, arts, recreation, education, social services, and health for, and by, lesbians, gays, bisexuals and transgendered persons and their families;
  - b to sponsor and promote literary, musical, artistic and other educational and cultural events for, and by, lesbians, gays, bisexuals and transgendered persons and their families;
  - c to promote the interests of the members of the Society and to encourage mutual aid and assistance to, and from, members of the Society;
  - d to establish and maintain a multifunctional resource centre from which the objects of the Society can be encouraged and provided;
  - e to coordinate the activities of the Society with those of organizations, societies and individuals who support the objects of the Society, whether inside or outside of Canada;
  - f to encourage public support and government support for these objects; and
  - g to carry on any other complementary purposes not inconsistent with these objects.
21. To achieve these purposes the Society will have all of the powers set out in the *Societies Act*.
22. In the interpretation of this Application, the meaning of the objects of the Society shall not be restricted or limited by reference to, or inference from, any other object, or from the name of the Society, or by the juxtaposition of two or more objects and, in the event of any such ambiguity, clause 2 of this Application shall be construed so as to widen and not to restrict the objects of the Society.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a society pursuant to this Application.

DATED at Edmonton, Alberta this \_\_\_\_ day of \_\_\_\_\_, 2004.

Subscriber - sign, print name and full address:

**Kathy Da Silva**

Subscriber - sign, print name and full address

**John Gee**

Subscriber - sign, print name and full address:

**Albert Blanchette**

Subscriber - sign, print name and full address

**Peter Pratt**

Subscriber - sign, print name and full address

**Ruby Swanson**

Witness - sign, print name and full address:

**Jen Buxton**