

OUTSASKATOON INC BYLAWS

Date of Incorporation:	November 19, 1991
Dates of Amendments:	June 30, 1999
	June 22, 2005
	June 20, 2007
	June 2014
	April 13, 2015
	June 22, 2016
	August 26, 2020
	August 31, 2022

I: Name

Name of the corporation

1. The name of the corporation shall be OUTSaskatoon INC, hereinafter referred to OUTSaskatoon

II: Mission and Vision

Mission

1. OUTSaskatoon promotes equity for lesbian, gay, bisexual, trans*, two-spirit, intersex, and queer people. We provide peer support and counselling, queer-specific education and resources, outreach, social gatherings and events, community referrals, and sexual health services. We support the body, mind, and spirit within a growing and changing community.

We are sustained by our dedicated volunteers, staff, and board members, as well as by partnerships with all levels of government, charitable organizations, community foundations, corporations, and individual stakeholders.

Vision

2. OUTSaskatoon strives to create a community that values and supports people of all gender identities, expressions, and sexualities.

III: Members

Eligibility for membership, generally

1. Membership in the corporation is open to all persons who support the mission and vision of OUTSaskatoon.
2. The membership fee for OUTSaskatoon is ten (10) dollars per year.

- 2.1. If the person seeking membership is a partnership, association, body corporate, trustee, executor, administrator or legal representative, the membership fee is fifty (50) dollars per year.
3. The membership fee can be waived if necessary.

Duration of membership, generally

4. A membership shall be valid until the last day of the month of the following year in which it was purchased.
5. Memberships can be renewed indefinitely.
6. Any membership can be revoked by the board by a two-thirds majority vote of quorum of the board.

Rights of members

7. All members are eligible to attend, vote at, and submit material for consideration at meetings of the members.

IV: Meetings of the Members

Notice of a meeting of the members

1. Members shall be given at least twenty-one (21) days written notice of a meeting of the members.
2. The notice provided to members shall include a proposed agenda for the meeting including any business that shall be conducted at the meeting of the members.

Quorum for a meeting of the members

3. Quorum for a meeting of the members shall be twenty-five (25) percent of the members or eight (8) members, whichever is fewer.
4. Members must be present in order to vote at a meeting of the members.

Parliamentary authority

5. The conduct of meetings of members shall be governed by these bylaws and by the latest revised edition of *Robert's Rules of Order*.

Meeting of the members to be held at least annually

6. There shall be an annual general meeting of the members of OUTSaskatoon called each year during which:
 - 6.1. Audited and reviewed financial statements will be presented;
 - 6.2. Auditors shall be appointed;
 - 6.3. Members will be elected to the board of directors; and
 - 6.4. Any other business will be conducted as deemed necessary by the members.

Additional meetings of the members

7. A meeting of the members may also be called by the board of directors.

8. The board of directors shall consider the need for a meeting of the members if the chair is presented with a petition signed by at least five (5) members of OUTSaskatoon calling for a meeting of the members.
9. An additional meeting of the members shall be called only to address issues deemed to be of a sufficiently urgent nature.

V: Directors

Eligibility

1. Any member shall be eligible to serve as an elected director of OUTSaskatoon, with the following exceptions:
 - 1.1. Paid staff of OUTSaskatoon;
 - 1.2. The spouses and immediate family members of the paid staff of OUTSaskatoon;
 - 1.3. Members who were paid staff of OUTSaskatoon within one (1) calendar year; and
 - 1.4. Members who have unsuccessfully applied for managerial positions within OUTSaskatoon within three (3) calendar years.
2. All potential directors shall submit an application to the board of directors outlining experience and qualifications for sitting on the board.
 - 2.1. The board of directors can either recommend or not recommend a member for admittance onto the board.
 - 2.2. If the board of directors recommends admittance onto the board, the member will be appointed as an acting director until confirmed or rejected at a meeting of the members.

Number of directors

3. The board of directors shall consist of a minimum of six (6) and a maximum of twelve (12) members.

Length of terms of office

4. Directors shall be elected for a period of two (2) years.
5. Members are eligible to run for re-election.

Leave of absence

6. With the permission of the other directors, directors are able to apply to the board of directors for a leave of absence from the board.
7. If the board of directors accepts the leave of absence, the board will collectively reassign the duties of the director to the other directors.

Responsibilities

8. Directors must be committed to the mission and vision of OUTSaskatoon.
9. Directors are expected to attend all board and relevant committee meetings.
10. Directors must place the interests of OUTSaskatoon above their personal and professional interests.

Removal of a director

11. A director may be removed from office with the support of either two-thirds of the directors or by a majority vote by the members at a meeting of the members.
 - 11.1. Upon a vote of removal, the rationale for the vote must be stated.

Remuneration

12. Directors shall serve without remuneration and no director shall receive any profits from their position as such, notwithstanding that a director may be reimbursed for reasonable expenses incurred in the performance of their duties.

VI: Officers*Appointment*

1. Officers shall be appointed by the board of directors at the first meeting of the directors after the annual general meeting, striving for diversity and inclusivity.
2. The officers of OUTSaskatoon shall be:
 - 2.1. Chair
 - 2.2. Vice-Chair
 - 2.3. Treasurer
 - 2.4. Secretary
3. Two officers shall have signing authority for OUTSaskatoon.

Chair

4. The Chair shall be responsible for the following:
 - 4.1. Chairing meetings of the directors and meetings of the members;
 - 4.2. Creating, in consultation with the directors and staff of OUTSaskatoon, the agendas of the meetings of the directors;
 - 4.3. Serving as an *ex-officio* member of all committees of the board of directors; and
 - 4.4. Coordinating, as appropriate, the work of the other directors.

Vice-Chair

5. The Vice-Chair shall be responsible for the following:
 - 5.1. Chairing meetings in the absence of the Chair; and
 - 5.2. Providing advice and assistance to the Chair.

Treasurer

6. The Treasurer shall be responsible for the following:
 - 6.1. Providing regular financial updates to the directors and an annual financial report to the members; and
 - 6.2. Ensuring that an annual budget is prepared, upon consultation with the directors and staff of OUTSaskatoon.

Secretary

7. The Secretary shall be responsible for the following:

- 7.1. Taking minutes of meetings of the directors and meetings of the members;
- 7.2. Taking reasonable precautions that all previous minutes shall be available for reference; and
- 7.3. Ensuring that the minutes of all meetings are distributed prior to the next meeting.

VII: Meetings of the Directors

Notice for a meeting of the directors

1. Directors shall be given ample notice of all meetings of the directors and supplied with the necessary documentation prior to the meetings.

Quorum for a meeting of the directors

2. Quorum for a meeting of the directors shall be a majority of the directors.
3. As necessary, the board of directors can conduct its business electronically.

Parliamentary authority

4. The conduct of meetings of members shall be governed by these bylaws and by the latest revised edition of *Robert's Rules of Order*.

Frequency of meetings of the directors

5. Meetings shall be called at least every month, with the exceptions of July and August.

Responsibilities of the board of directors

6. Collectively, the board of directors is responsible for:
 - 6.1. Passing the annual budget of OUTSaskatoon;
 - 6.2. Creating, amending, and approving policies for OUTSaskatoon;
 - 6.3. Providing advice and support to the executive director on appropriate matters;
 - 6.4. Selecting and determining the remuneration of the executive director;
 - 6.5. Enhancing the public standing and relationships of OUTSaskatoon; and
 - 6.6. Planning, financially and otherwise, for the sustainable continuance of the work of OUTSaskatoon.

Filling a vacancy on the board of directors

7. Upon the resignation of a director, the board may appoint a member of OUTSaskatoon as an acting director to the board.
 - 7.1. If the director who resigned was also an officer of OUTSaskatoon, their duties shall be reassigned to another director who shall become an officer.

VIII: Committees of the Board

Appointment

1. Any member of OUTSaskatoon is eligible to sit on a committee of the board of directors.
2. The board shall determine the membership of all committees.

3. Committees have the discretion to invite others, including staff of OUTSaskatoon, to their meetings.

Reporting structure

4. All committees report to the board of directors.
5. At the first meeting of a committee, the committee shall select a chair to report to the board of directors.

Standing committees

6. The board of directors shall have the following standing committees:
 - 6.1. Audit and finance committee;
 - 6.2. Executive committee;
 - 6.3. Governance and policy committee;
 - 6.4. Personnel committee;
 - 6.5. Fundraising committee; and,
 - 6.6. Pride Home committee.

Ad hoc committees

7. The board of directors shall have the power to create *ad hoc* committees for such purposes as, but not limited to: research, special projects deemed of significant importance, event management, or community relations.
8. The board of directors shall also have the power to give a standing committee a certain mandate on a topic.

IX: Fiscal Year

1. The fiscal year of OUTSaskatoon shall be from April 1 to March 31.

X: Indemnity

Indemnification of directors

1. OUTSaskatoon shall indemnify and protect all directors or officers from and against all costs, charges, and expenses that they sustain or incur in or about any action, suit, or proceedings that are brought, commenced, or prosecuted against them for or in respect of any act, deed, matter, or thing made, done, or permitted by them in or about the execution of the duties of their office and all other costs, charges, or expenses that they sustain or incur in, about, or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect, default, or dishonesty.

XI: Amendments to Bylaws

Amendments proposed by members

1. Any member of OUTSaskatoon may submit in writing to the secretary of the board or their designate a written proposal to make, amend, or repeal any bylaws to govern the affairs of OUTSaskatoon.
2. Any bylaw amendment submitted by a member must be received by the secretary or designate prior to the proposed agenda being distributed to the members for a meeting of the members.
3. A bylaw amendment submitted by a member must be passed by two-thirds of members present and voting at a meeting of the members.

Amendments made by the board of directors

4. Amendments to the bylaws can also be made by the board of directors.
5. Amendments made by the board of directors must be presented at the next meeting of the members where they will be confirmed, amended, or rejected by the members by a majority of the members present and voting.

Effective dates

6. Amendments to the bylaw proposed by a member are effective immediately following their passage by the members.
7. Amendments to the bylaws made by the board of directors are effective from the passage of the resolution made by the directors until confirmed, amended, or rejected at a meeting of the members.

XII: Dissolution

Procedure

1. The dissolution of OUTSaskatoon shall occur by a two-thirds majority vote of those members present and voting at a meeting of the members, provided that:
 - 1.1. The proposed motion has been presented in writing to the chair or designate and announced to the members either by the chair or designate at the previous meeting of the members or circulated to the membership at least three weeks prior to the meeting in which the vote on the proposed dissolution is to take place; and,
 - 1.2. The meeting of the members during which the vote takes place has a quorum of at least seventy-five (75) percent of the members or 40 members, whichever is fewer.

Assets

2. In the event of the dissolution of OUTSaskatoon, any remaining assets of OUTSaskatoon shall be given to an appropriate registered charity as selected by the board of directors.