

Bylaws of the YQueerL Society for Change

Article 1 - Identity

- 1.1 The YQueerL Society for Change is a organization of LGBTQ+ individuals dedicated to creating positive change within their community and providing support for the LGBTQ+ community, especially addressing areas that are not being addressed within the current capacity in the current community.
 - 1.1.1 The YQueerL Society for Change, in these bylaws “the Society” is also identified by its acronym, YQueerL.

Article 2 - Objects of the Society

- 2.1 The objectives of the Society shall be as follows:
 - 2.1.1 To represent and promote equality of the LGBTQ+ community of Lethbridge and Southern Alberta.
 - 2.1.2 To mobilize individuals to address and create positive change for the LGBTQ+ community.
 - 2.1.3 To promote and build the capacity of the LGBTQ+ community within Lethbridge and Alberta.
 - 2.1.4 To support research that enhances the experience of the LGBTQ+ community of Lethbridge and Southern Alberta.

Article 3 – Membership

- 3.1 Statutory members are any individuals that have paid the membership fee, and are residing in Alberta, and are being of the full age of 18 years.
- 3.2 Membership Fee
 - 3.2.1 The membership fee shall be \$10.00.
 - 3.2.2 The membership fee shall be paid annually at the start of the Annual General Meeting.
- 3.3 Rights of Members
 - 3.3.1 To attend general meetings of the Society and to vote on motions and resolutions presented to general meetings.
 - 3.3.2 To propose motions related to any item on the agenda of a general meeting and to present notices of motion to the Board of Directors at any time.
 - 3.3.3 To hold elected or appointed membership on the Society’s positions.
 - 3.3.4 To nominate statutory members for election to the Society’s positions.
 - 3.3.5 To receive the regular communications of the Society.
- 3.4 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors through its Secretary.
- 3.5 If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.

Bylaws of the YQueerL Society for Change

- 3.6 Any member upon a majority vote of all statutory members of the society may be expelled from membership for any cause that the society may deem reasonable.

Article 4 - Meetings of the Society

4.1 Annual General Meeting (AGM)

4.1.1 The Society shall hold an annual general meeting during the month of May and in each year, of which notice must be delivered directly and publically to statutory members at least 30 days prior to the meeting.

4.1.2 The purpose of the meeting will be:

- a. To hear and consider officers' annual reports,
- b. To elect officers,
- c. To appoint an auditor,
- d. To approve the Society's operating budget for the coming year, and
- e. To consider any other business submitted to the Board 20 days prior to the date of the meeting.

4.1.3 Quorum & Voting

Quorum will be 60% of statutory members of the Society.

Each statutory member may have one vote. There shall be no voting by proxy. Voting shall be by ballot, unless the meeting by resolution otherwise decides.

4.1.4 Annual General Meetings are open to the public. A majority of the statutory members present may ask any persons who are not Members to leave.

4.1.5 Nominations

In addition to nominations presented to the membership by way the Co-Presidents, nominations of statutory members may be made from the floor of an Annual General Meeting provided either that the nominee is present and agrees to stand in nomination, or that the nominee's written consent is available to the meeting.

4.2 Special General Meeting

4.2.1 A special general meeting may be called at any time:

- a. By resolution of the Board of Directors to that effect, or
- b. On the written request of at least four (4) statutory members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

Notice with agenda must be delivered by email to statutory members at least 12 days prior to the meeting.

4.2.2 Only the matter(s) set out in the notice for the Special General Meeting may be considered at the meeting.

4.2.3 Procedure at the Special General Meeting

A Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

Bylaws of the YQueerL Society for Change

4.3 Board Meetings

- 4.3.1 Meetings shall be called by either Co-President to discuss Society business.
- 4.3.2 The Board shall meet no less than once a month from September to June and at least once within the period of July and August.
- 4.3.3 Quorum for Board Meetings shall be no less than 50% of elected members of the Board of Directors in attendance.

Article 5 - Governance of the Society

5.1 Board of Directors

The Board of Directors has the powers of the Society, except as stated in the Societies Act. Powers and duties of the Board of Directors shall include the power to govern and manage affairs of the Society.

- 5.1.1 The Board of Directors shall adhere to all policies and principles of the Society.
- 5.1.2 The Board of Directors shall be comprised of only the Co-Presidents, the Treasurer, the Secretary, the Grassroots Organizer, and all chairs of standing committees.
- 5.1.3 The Board of Directors may at times, when deemed necessary, create standing committees to pursue work on the Society's behalf.

A standing committee can be created by the passing of a resolution by the Board of Directors outlined in Article 6.

5.1.4 Terms of Office

- a. The terms of elected members of the Board of Directors shall normally begin on June 1 in the year of their election.
- b. Both Co-Presidents, the Treasurer, the Secretary, and the Grassroots Organizer shall each be elected by a plurality vote for a three-year term.
- c. Chairs of standing committee shall be elected by a plurality vote for two-year terms.
- d. A statutory member shall serve no more than three consecutive terms in the same position.

Bylaws of the YQueerL Society for Change

5.2 Co-Presidents

5.2.1 The Co-Presidents shall be the chief officer of the society, shared equally between two statutory members, tasked with preserving and continuing the work of the Society. Co-Presidents shall be selected being mindful of the individual's skills and ensuring that the Society has a diverse representation.

5.2.2 Duties of the Co-Presidents of the Society:

- a. Responsible for overall direction of board of directors.
- b. Maintains and ensures operation within the bylaws.
- c. Serves as official spokesperson for the Society.
- d. Acts as liaison between Board of Directors, the membership, and the community.
- e. Issues notice of and chairs meetings.
- f. Presides at all meetings of the Society.
- g. Possesses signing authority for the Society.
- h. Constitutes an *ad hoc* nominating committee to bring forward possible nominees for election.
- i. Performs duties necessary to promote success of the Society's goals.

5.3 Treasurer

5.3.1 The Treasurer shall be the chief financial officer, tasked with maintaining the financial health of the society.

5.3.2 Duties of the Treasurer of the Society:

- a. Maintains financially accurate and complete financial records.
- b. Supervises spending monies including primary signing authority.
- c. Assists auditor in preparation of financial statements.
- d. Renders monthly financial statements to the board of directors.
- e. Presents the financial reports of the Society to the board of directors and at the annual meeting.
- f. Carries out other duties assigned by the board.

5.4 Secretary

5.4.1 The Secretary shall be the chief organization officer, tasked with maintaining the files and documents of the Society.

5.4.2 Duties of the Secretary of the Society:

- a. Maintains accurate membership list.
- b. Prepares and preserves the minutes of all meetings of the Society.
- c. Distributes minutes of previous meeting prior to meeting.
- d. Maintains custody of minutes.
- e. Possesses signing authority, to be used only if the Co-Presidents or the Treasurer are unavailable to sign.
- f. Maintains records and minute book of society, including registry of board members, minutes of board meetings and Annual General Meetings, and the Society's bylaws and resolutions.
- g. Authenticates records of the Society.
- h. Carries out other duties assigned by the board.

Bylaws of the YQueerL Society for Change

5.5 Grassroots Organizer

5.5.1 The Grassroots Organizer shall be the chief communications officer, tasked with maintaining the infrastructure in which the Society operates.

5.5.2 Duties of the Grassroots Organizer of the Society:

- a. Liaison with community in an effort to generate capital and social favour.
- b. Maintain the Society's website and social media accounts.
- c. Monitors the Society's general email.
- d. Carries out other duties assigned by the board.

5.6 Chairs of Standing Committees

5.6.1 A Chair shall be the chief officer of their respected committee, tasked with organizing and ensuring the fulfillment of the standing committee's objective.

5.6.2 Duties of a Chair of a Standing Committee:

- a. Record minutes of its meetings.
- b. Distribute minutes to the committee members.
- c. Provide a report to the Board of Directors at Board meetings.
- d. Call meetings of the standing committee by providing committee members two days notice directly.
- e. Delegate duties to committee members as necessary.
- f. Carries out other duties assigned by the board.

5.7 Vacancies within board shall be filled by appointment from the Board of Directors, with appointees filling position for the duration of term limit of the predecessor. The board will wait to fill a vacancy should the position become vacant within three months of Annual General Meeting.

5.8 If a member of the Board of Directors is under question/investigation, they shall be suspended without the ability to vote.

The Board of Directors will vote on a motion to remove/discipline a director under question. They shall motion to:

5.8.1 Dismiss the director.

5.8.2 Verify or negate claims brought to Board of Director via complaint.

5.8.3 Impose disciplinary action.

A vote is successful only with 60% in favor. A vote is unsuccessful with less than 60% in favor.

Bylaws of the YQueerL Society for Change

5.9 Indemnity

- 5.9.1 Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director for acts of fraud, dishonesty, or bad faith.
- 5.9.2 No Director is liable for the acts of any other Director. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.
- 5.9.3 Directors can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

5.10 Conflict of Interest

Whenever a statutory member or Director has a real or perceived financial or personal conflict of interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the conflict and b) if the conflict is real, will withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 6 – Standing Committees

- 6.1 A *Standing Committee* shall have Chair, outlined in clause 5.6. Prior to the election of a Chair, the *Standing Committee* shall be considered a *Caucus*. A *Standing Committee* and a *Caucus* shall be similar in all respects, except that the chief officer of a *Caucus* will be the Board of Directors.
- 6.2 A Standing Committee shall be organized around one central task or topic, outlined in the standing committee's Terms of Reference.
- 6.3 A Standing Committee shall be created by the passing of a resolution of the Board of Directors.
- 6.4 A Standing Committee shall adhere to all policies and principles of the Society.

Article 7 - Finance and Other Management Matters

7.1 Audit

- 7.1.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two statutory members of the society elected for that purpose at the Annual General Meeting.
- 7.1.2 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the society. The fiscal year end of the society in each year shall be June 1 to May 30.

Bylaws of the YQueerL Society for Change

- 7.1.3 The books and records of the society may be inspected by any statutory member of the society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Board of Directors. Each member of the Board of Directors shall at all times have access to such books and records.
- 7.2 Property
- All property owned, purchased, gifted, donated, developed or created for the Society, its mission, values or objectives shall remain property of the Society. Any board members who resign, fail to be elected, or become deceased must return or make arrangements for the return of all property to the Society.
- 7.3 Borrowing Powers
- The society shall not borrow funds to meet its objectives and operations. The Board shall not give or grant securities.
- The society shall raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money.

Article 8 – Amending the Bylaws

- 8.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any General Meeting of the Society.
- 8.2 The amended bylaws take effect after approval of the Special Resolution at the General Meeting and accepted by the Corporate Registry of Alberta.

Article 9 – Secession From the Society

- 9.1 In upholding the mandate of the Society in growing capacity within the community, the intent of this clause is to allow a standing committee to expand and continue its work beyond the scope of the Society.
- 9.2 A Standing Committee may secede from the Society in order to become its own Society under the Alberta Societies Act at any time.
- 9.3 The Process for initiating Secession From the Society:
- 9.3.1 The membership of the standing committee shall pass a unanimous motion supporting the secession from the Society.
- 9.3.2 The Chair of the Standing Committee shall present the motion, a plan and timeline of succession, and adequately documentation to fulfill the Alberta Societies Act's requirements for creating a Society.
- 9.3.3 The Board of Directors shall not unreasonably deny a request to secede.