

**Saskatoon Diversity Network Inc.**  
**Constitution and Bylaws - 2019 Proposed (with changes incorporated)**

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**Definitions**

SDN - Saskatoon Diversity Network Inc.”

Two-Spirit-

2SLGBTQ+ -

AGM- Annual General Meeting

Code of Conduct - refers to an external policy document governing the conduct of members and directors

Board Responsibility document - refers to an external policy document governing the general responsibilities of the Board of Directors.

**Section 1: Name**

- 1.1 The name of the organization is “Saskatoon Diversity Network Inc., referred to herein as “SDN”.
- 1.2 The organization is registered as a non-profit corporation (#101030652) in the Province of Saskatchewan. The registered office of SDN shall be in Saskatoon, in the Province of Saskatchewan, Canada.

**Section 2: Vision, Mission, and Values**

2.1 Vision

Our vision is of an inclusive, safe, equitable, sustainable world and community that recognizes, values, celebrates, and supports the lives of two-spirit, queer, lesbian, gay, transgender, bisexual, and other gender- and sexually-diverse people, and their families, regardless of gender expression or identity.

2.2 Mission

Our mission is:

- to instil and promote a sense of pride in the diversity of 2SLGBTQ+ community in Saskatoon and area and elsewhere;
- to raise awareness and increase visibility of 2SLGBTQ+ lived experiences;
- to facilitate and organize activities and events throughout the year that contribute to awareness, visibility, well-being, and culturally-appropriate education of the 2SLGBTQ+ community and that celebrate its culture, contributions, and achievements;
- to organize and produce, through cooperation and partnership with other appropriate organizations and individuals, the annual Saskatoon Pride Festival, including the Saskatoon Pride Parade, which shall have the same mission as SDN;
- to foster community activism to ensure equity, legal protection, and safety of the 2SLGBTQ+ community, to address discrimination, and to ensure that existing rights and protections are maintained and strengthened as needed;
- to participate in community and capacity building through involvement in regional, national, and international organizations that share our vision;
- to continually assess, through community feedback, the purpose and effectiveness of our planning, events and activities and to use this assessment to improve our performance and hold ourselves accountable.

### 2.3 Values

**Be Aware** - remember our history and those that came before us.

**Be Inspired** - act and advocate where needed.

**Be United** - create a community of communities; acknowledge differences but focus on our common good.

**Be Mindful** - support each other.

**Be True** - honour our identities and be authentic.

## Section 3 Members

### 3.1 Eligibility

3.1.1 Membership in SDN is open to all persons who support the vision and mission of the organization. Applications for membership are subject to review and approval by the Board.

### 3.2 Membership categories

There are two categories of membership in SDN:

#### 3.2.1 Individual membership

Individual members represent only themselves. Individual members shall be notified of all general meetings and may participate and vote in meetings of the general membership and, with notice, participate in other meetings of the organization. They may be nominated for election as a Director, may head or participate and vote in committees constituted by the Board.

#### 3.2.2 Corporate membership

SDN membership is open to registered non-profit organizations or businesses, subject to 3.1.1 and approval by the Board. Corporate members shall appoint one representative. Representatives of Corporate Members shall provide an authentication letter from the

organization before they are registered as such. Representatives of Corporate Members are not eligible for nomination for election as a Director. The appointed representative of a Corporate Member shall be notified of all general meetings and may participate in them. With notice, Corporate Members may participate in other meetings of the organization and may sit on committees constituted by the Board. Corporate members do not have voting privileges.

3.3 All members in good standing have access to the organization's records and financial information as follows only:

- a. such organizational information as published on the SDN website;
- b. records required to be kept and accessible pursuant to relevant legislation;
- c. minutes of each meeting of the Directors or membership.

3.4 Membership fees

Membership fees shall be paid on an annual basis, once in each fiscal year of the organization.

3.4.1 The membership fee for individual members is \$5.

3.4.2 The membership fee for corporate members is \$50.

3.4.3 Membership fees may with cause be reduced or waived by the Board of Directors.

3.4.4 Membership fees may be reviewed and adjusted by a regular motion of the membership at the AGM. Such changes to membership fees shall become effective at the following AGM and beyond.

3.5 Resignation or Removal of Membership

3.5.1 A member may end their membership in the organization by delivering written notice to the Board.

3.5.2 Membership in the organization may be revoked should the condition of membership (3.1.1) or the organization's Code of Conduct be breached

3.5.2.1 Removal of membership shall be determined by a majority vote of the Board or by a two-thirds majority vote of the membership at a general meeting

3.5.2.2 The Board shall provide written notice of the intention to consider removal at least thirty (30) days prior to the meeting where the matter shall be considered. The member may represent themselves in person and/or in writing. Written notice shall be considered provided if a letter or email is sent to the last address/email address provided to the organization by the member in writing.

3.6 Members Code of Conduct

All SDN members agree to abide by the most recent Code of Conduct for Members adopted by the Board and passed by a regular motion of the members at a general meeting.

## **Section 4 Membership Meetings**

4.1 Notice of all general meetings of the organization shall be provided by email to the current paid-up members and publicly posted on the SDN website and social media channels.

4.2 Annual General Meetings

- 4.2.1 An Annual General Meeting (AGM) shall be held in every calendar year, not more than ninety (90) days after the fiscal year end, at such time and place as the Board shall determine.
- 4.2.2 Notice of the time and place of the AGM shall be communicated to the Membership and to the public at least twenty-one (21) days prior to the date of the meeting.
- 4.2.3 The following items shall be included in the agenda of the AGM:
  - 4.2.3.1 Adoption of the minutes of the previous AGM and any intervening Special Meetings;
  - 4.2.3.2 Adoption of annual reports from the Chair and Committees;
  - 4.2.3.3 Approval of the previous year's financial statements;
  - 4.2.3.4 Election of the Board;
  - 4.2.3.5 Appointment of an auditor.
- 4.3 The following motions require notice to be circulated twenty-one (21) days prior to the AGM:
  - 4.3.1 Amendments to bylaws;
  - 4.3.2 Amendments to the Articles of Incorporation;
  - 4.3.3 Motions to Amalgamate or Dissolve.
- 4.4 Special Meetings
  - 4.4.1 Special Meetings may be called by the Board, or by 20% of the Members, upon written request to the Board.
  - 4.4.2 Within two weeks of receipt of this request, the Board will schedule the meeting and give notice of the time and place to the Membership and the public at least twenty-one (21) days prior to the date of the meeting.
- 4.5 Quorum for all meetings of the membership shall be 20.

## **Section 5 Board of directors**

- 5.1 Composition

The Board of Directors will consist of four (4) Executive Officers and six (6) to eight (8) other Directors.
- 5.2 Elections
  - 5.2.1 General Elections for the Offices of the Board shall be held in conjunction with the Annual General Meeting and any Special General Meetings.
  - 5.2.2 All members of the Organization in good standing shall be eligible to vote in any election.
- 5.3 All members of the Board of Directors must be Members in good standing with the Organization.
- 5.4 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 simple majority.
- 5.5 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.
- 5.6 The Board of Directors shall serve without pay.
- 5.7 Voting Procedure

- 5.7.1 Voting shall take place by secret ballot on paper or through electronic means.
- 5.7.2 Voters must approve, disapprove, or abstain-from-approval for each candidate.
- 5.7.3 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
- 5.7.4 The first seat on the Board of Directors will be given to the candidate 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.
- 5.7.5 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.
- 5.7.6 Election of officers shall take place at the first meeting of the Board following the AGM.

## 5.8 Terms

- 5.8.1 Co-chairs shall serve a 2-year term starting from the date they were elected or appointed until the second upcoming Annual General Meeting.
- 5.8.2 The co-chair terms shall be staggered by 1 year resulting in one co-chair being elected at each Annual General Meeting while the other co-chair is mid-term.
- 5.8.3 All other directors are elected for a period of one year or until the next AGM.
- 5.8.4 All Officers, Directors and Members of committees shall continue to hold office until their elected successors assume office, they resign, or they are removed from office.

## 5.9 Powers and Duties of Directors

The Board of Directors shall:

- 5.9.1 take the initiative in preparing general policies and actions for consideration and possible adoption by the Members;
- 5.9.2 put into effect all policies and actions approved by the Members;
- 5.9.3 have the power to enter into contracts in the name of SDN in accordance with policies and practices approved by the Members;
- 5.9.4 be responsible for the management of the affairs of SDN between meetings of the Members;
- 5.9.5 call special meetings of the Membership;
- 5.9.6 fill any vacant position on the Board; and assign titles to Directors as necessary;
- 5.9.7 act in accordance to the SDN Code of Conduct and fulfil responsibilities as expected and documented in the SDN Board Responsibilities document;
- 5.9.8 participate in good governance to ensure the effectiveness, credibility and visibility of the organization;
- 5.9.9 participate in a minimum of two (2) and a maximum of three (3) subcommittees.

## 5.10 Delegation

The Board shall have the power to delegate authority for specific matters to any of its established committees or subcommittees, or to any Director of SDN.

- 5.10.1 All decisions and expenditures of a fiduciary nature over an amount of two hundred dollars (\$200) outside previously approved budgets shall be approved at a regular meeting of the Directors.

- 5.11 A quorum for all meetings of the Board shall be a majority of the Directors.

5.12 At the discretion of the majority of the Board of Directors present at a meeting, votes may happen outside of meetings if they are conducted on an anonymous electronic poll wherein 80% or more of the members have responded, all members shall be afforded 48 hours to participate in electronic polls.

#### 5.13 Removal and Resignation

5.13.1 A Director may be subject to removal from office if that Director: misses two (2) consecutive meetings of the Board without cause, and/or acts in violation of the purposes and objectives of policies and procedures of SDN, and/or acts in a manner detrimental to the organization.

5.13.2 Consideration of removal shall be by the Board if it deems advisable, or upon request to the Board by twenty percent (20%) of Members in good standing.

5.13.3 The Board shall give written notice to the Director of the intention to consider removal thirty (30) days in advance of the meeting which will consider the matter. The Director shall have the right to make representation to the meeting in person or in writing, to show cause why the Director should not be removed from office.

5.13.4 Removal shall be by a two-thirds vote at the designated meeting of the Board.

5.13.5 A member of the Board who is removed shall have the right to make representation in person or in writing to the next Annual General Meeting.

#### 5.14 Leave of Absence

With the approval of the Board, a Director may take a leave of absence from the Board.

5.15 All Officers, Directors and Members of committees may resign their positions by writing a letter of resignation to the Chair of SDN.

### **Section 6 Duties of Officers**

#### 6.1 Co-Chair

The Co-Chairs shall:

6.1.1 be responsible for the overall affairs of the SDN and preside at meetings of the members unless a moderator is appointed;

6.1.2 prepare the agenda for meetings of the Board in consultation with members of the Board of Directors;

6.1.3 ensure that all policies and actions approved by the Board of Directors are implemented in a timely manner;

6.1.4 follow and enforce the policies set out in the code of conduct;

6.1.5 carry out any other responsibilities as assigned.

#### 6.2 Secretary

The Secretary shall:

6.2.1 circulate notices, agendas, meeting minutes of the members of the Board, prepare minutes for the following meeting, and maintain copies of all minutes;

6.3.2 file annual documents with the corporations branch (this may be delegated to another officer of the organization);

6.3.3 carry out any responsibilities as assigned.

## 6.4 Treasurer

The Treasurer shall:

- 6.4.1 be responsible for the care and custody of the funds and other assets of the SDN, maintain full and accurate records of the accounts and all transactions of the SDN;
- 6.4.2 deposit all received payments into the SDN's bank account, make payments for all approved expenses incurred the the SDN in a timely and documented manner;
- 6.4.3 present a written financial report at the AGM, co-sign all cheques, and carry out any other duties as assigned.

## Section 7 Committees

### 7.1 Standing Committees

Standing Committees and subcommittees may be established by the Board of Directors. Standing Committees shall report to the Board of Directors on a monthly basis and deliver an annual report at the AGM.

7.1.1 Standing Committees shall have one member of the Board of Directors present at all meetings to act as secretary to the committee and provide monthly progress reports to the Board of Directors.

7.1.2 Standing Committees will be provided autonomy in their decisions.

7.1.2.1 All decisions of Standing Committees shall be passed through a vote that will be brought to the Board of Directors monthly where the decision may be ratified or sent back for further discussion.

7.1.3 Members shall be members of the SDN unless Board approval is provided for the individual wishing to join the Standing Committee (ie: Youth).

7.1.4 Standing Committees shall meet on a monthly based unless otherwise stated by the Board of Directors.

7.1.5 Votes shall be conducted with 51% off the committee voting in favour to pass a motion.

7.1.6 Votes may only happen with 60% or more of the committee present; voting permissions may be passed along to other members in a written and recorded message sent to the Secretary of the Standing Committee in advance.

7.1.7 Votes may happen outside of meetings if they are conducted on an anonymous electronic poll wherein 80% or more of the members have responded, all members shall be afforded 48 hours to participate in electronic polls.

### 7.2 Ad-hoc Committees

Ad-hoc Committees may be established by the Board for a fixed period of time.

7.2.1 Ad-hoc Committees shall have one member of the Board of Directors to act as secretary to the committee and provide monthly progress reports to the Board of Directors.

7.2.2 Ad-hoc Committees will be provided autonomy in their decisions.

7.2.2.1 All decisions shall be passed through a vote that will be brought to the Board of Directors monthly where the decision may be ratified or sent back for further discussion.

- 7.2.3 Members shall be members of the SDN unless Board approval is provided for the individual wishing to join the Ad-hoc committee. (i.e. youth).
- 7.2.4 Ad-hoc Committees shall meet on a monthly based unless otherwise stated by the Board of Directors.
- 7.2.5 Votes shall be conducted with 51% off the committee voting in favour to pass a motion.
- 7.2.6 Votes may only happen with 60% or more of the committee present; voting permissions may be passed along to other members in a written and recorded message sent to the Secretary of the Ad-hoc Committee in advance.
- 7.2.7 Votes may happen outside of meetings if they are conducted on an anonymous electronic poll wherein 80% or more of the members have responded, all members shall be afforded 48 hours to participate in electronic polls.

### 7.3 Advisory Committees

- 7.3.1 Advisory Committees may be established by the Board of Directors.
- 7.3.2 Advisory Committees shall have one Board member present at each meeting.
- 7.3.3 Advisory Committees do not have any voting power and should strive for consensus.
- 7.3.4 Advisory Committees may consist of non-SDN members. (ie: elders and youth).
- 7.3.5 Advisory Committees may be dissolved by a vote of 80% of the Board of Directors.

## **Section 8 Financial**

### 8.1 Fiscal Year

The fiscal year of SDN shall run from September 1 to August 31.

### 8.2 Signing Authority

- 8.2.1 Signing authority shall be held by the Treasurer and two other directors of SDN, as decided by the Board.
- 8.2.2 All cheques, withdrawals, and transfers must be authorized and signed by the Treasurer and one other signing authority.

### 8.3 No Director of SDN shall benefit financially from or receive compensation for their association with SDN.

### 8.4 Directors and Members are entitled to repayment of monies spent on behalf of SDN.

## **Section 9 Staff**

### 9.1 SDN may hire permanent and contract staff.

### 9.2 Hiring

- 9.2.1 The hiring process shall be overseen by a committee made up of one Co-Chair and up to three (3) other Members.

9.2.2 Candidates are subject to approval by the Board.

9.3 A thorough and accurate job description shall be provided for each position.

9.4 Conflicts of Interest

9.4.1 Staff may be Members of SDN, but may not be Directors.

9.4.2 In the event that a Director wishes to apply for a staff position, the Director must take a leave of absence from the Board. If they are hired, they must resign from their position on the Board.

## **Section 10 Dissolution and Amalgamation**

10.1 Motions to dissolve or amalgamate SDN with another organization require the approval of a motion by a two-thirds majority of votes, from the complete membership, cast at a meeting of the Membership.

10.2 Disposition of Property

Upon the dissolution of SDN, and after the payment of all debts and liabilities, the Board shall distribute the remaining property of SDN to organizations whose mandates are similar to SDN's, and which carry on their work primarily in Saskatoon and area and/or the province of Saskatchewan.

## **Section 11 Amendments to Bylaws**

The bylaws may be amended by the approval of a motion by a two-thirds majority of votes cast at a meeting of the Membership.