

Lethbridge Pride Fest Society Bylaws

Article 1 - Preamble

1.1 Organization Name and Charter

The name of the organization shall be Lethbridge Pride Fest Society. Lethbridge Pride Fest Society, hereby referred to as “the Society”, is comprised of an Executive Committee and Directors, hereby referred to as “the Board”.

Article 2 - Definitions and Interpretation

2.1 Definitions

In these Bylaws, the following words have these meanings.

Alberta Societies Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

Board means the Board of Directors of the Society.

Member means a member of the Society.

Society means the Lethbridge Pride Fest Society.

Annual General Meeting means the annual general meeting described in section 25 of the Alberta Societies Act.

Bylaws means the Bylaws of this Society.

Social Network means the use of websites such as, but not limited to, Facebook and Twitter.

Securities means any form of ownership that can be easily traded on a secondary market, such as stocks and bonds. It also includes their derivatives, such as futures contracts, options, or mutual funds.

Special Resolution means:

- a. A resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days’ notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
- b. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days’ notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

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2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 - Objects of the Society

3.1 Objects

To organize and provide an annual gay pride festival to citizens of Southern Alberta.

To organize and promote events and/or gathering when deemed necessary that upholds the mission of the Society.

To promote LGBTTTQQA pride throughout Southern Alberta through the pride festival.

To promote equality of LGBTTTQQA members of Southern Alberta communities through the pride festival.

To lease, rent or acquire facilities necessary to provide events during pride.

To raise funds in any way to achieve the objects of the society. This includes: Accepting gifts, donations, grants, legacies, bequests and inheritances.

To use the funds of the Society only according to and in pursuit of these objects.

Article 4 – Membership

4.1 Membership

Membership is composed of the Board of Directors of the Society. Board Directors are elected to the board by existing members of the Society. No membership exists outside of the board.

Calls for Board Directors will be announced prior to the Annual General Meeting via social networks, email and public notice. Interested parties are encouraged to apply for the board at that time. Applications received will then be processed by the board.

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Article 5 - Meetings of the Society

5.1 Annual General Meeting (AGM)

5.1.1 The Society shall hold an annual meeting on or before September 30 in each year, of which notice with agenda must be delivered via email, no less than 21 days prior to the meeting.

5.1.2 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. electing the Chairperson (who will then conduct meeting);
- b. adopting the agenda;
- c. adopting the minutes of the last Annual General Meeting;
- d. considering the Chairperson's report;
- e. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- f. appointing the auditors;
- g. electing the Members of the Board;
- h. considering matters specified in the meeting notice;
- i. other specific motions that any members has given notice of before the meeting is called.

5.1.3 Quorum

Attendance by 60% of the Members at the AGM is a quorum.

5.1.4 Voting

- Members may have one vote.
- Voting cannot be made via proxy.
- Voting shall be done via ballot.

5.2 Special Meetings

A Special Meeting may be called at any time:

- By resolution of the Board of Directors to that effect.
- On the written request of at least four (4) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.
- Notice with agenda must be delivered via email, no less than 21 days prior to the meeting.

5.2.1 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

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5.2.2 Procedure at the Special Meeting

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

5.2.3 Quorum

Attendance by 60% of the Members at the Special Meeting is a quorum.

5.2.4 Voting Rights

- Each Member has one vote.
- Voting cannot be made via proxy.
- Voting shall be done via show of hands. A ballot will be used if at least five (5) voting Members request it.

5.3 Board Meetings

- Meetings shall be called by Chair or Vice-Chair to discuss Society business including but not limited to Pride Fest event planning.
- Minutes shall be recorded by Secretary at each meeting.
- Board shall meet no less than once a month from September to June and at least once within the period of July and August.
- Meetings shall not exceed more than 30 days from the previous meeting with the exception of the July-August period.
- Meetings shall possess quorum with no less than fifty (50%) percent in attendance.
- Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

Article 6 - Governance of the Society

6.1 Board of Directors

The Board has the powers of the Society, except as stated in the Societies Act.

Powers and duties of the Board include:

- Govern and manage affairs of the Society.
- Hold position for a term of 3 years, with 30% being elected annually at the Annual General Meeting.
 - a. Three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected;
 - b. Three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and

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c. Three (3) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General meeting at which these Directors were elected.

- Conduct society business including Pride Fest planning and Society operation.
- Conduct financial business.
- Execute decisions made by board.
- Ensure Society maintains requirements as stated in the Alberta Societies Act.
- Determine organization's strategic priorities and direction.
- Approve and enter into contracts as necessary.
- May be reimbursed for reasonable expenses incurred in accordance with a motion and financial amount approved by the board.

6.2 Composition of the Board

- Consist of no less than five and no more than nine.
- The board is not bound to any decisions made by a committee and may choose to make a decision it feels best represents the mission of the Society.

6.3 Directors

- Must be at least 18 years of age.
- Must attend meetings regularly. Missing three meetings without explanation is cause for removal.
- Must accept and maintain confidentiality of all board business except those explicitly identified by resolution, motion or statement.
- Must disclose any present and future conflict of interest as it rises.
- Hold position no more than two consecutive terms.
- Attend functions of Society including Pride events, fundraising events.
- Must reflect the diversity of the LGBTTTQQA community.

6.4 Officers

6.4.1 The Officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer.

6.4.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.

6.4.3 The Officers hold office until re-elected or until a successor is elected.

6.5 Duties of the Officers of the Society

6.5.1 Chair

- Is responsible for overall direction of board of directors.
- Maintains and ensure operation within the bylaws.
- Serves as official spokesperson for the Society.
- Acts as liaison between board, membership and community.

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- Issues notice of and chair meetings.
- Presides at all meetings of the Society, the board of directors and the executive committee
- Possesses signing authority for the Society.
- Performs duties necessary to promote success of Pride events if other directors are unable to accomplish task.

6.5.2 Vice - Chair

- Maintains accurate membership list.
- Carries out duties of chair in absence of chair.
- Possesses signing authority.
- Voting privileges on each board committee.
- Carries out other duties assigned by board.

6.5.3 Treasurer

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

6.5.4 Secretary

- Prepares and preserves the minutes of all meetings of the Society.
- Distributes minutes of previous meeting prior to meeting.
- Maintains custody of minutes.
- Possesses signing authority, to be used only if Chair or Vice-Chair is unavailable to sign.
- Maintains records and minute book of society, including registry of board members, minutes of board meetings and Annual General Meetings, and the Society bylaws and resolutions.
- Authenticates records of the Society.
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry.
- Carries out other duties assigned by board.

6.6 Vacancies

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

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6.7 Removal

6.7.1 While officer/director is under question/investigation, they shall be suspended without the ability to vote.

The board will vote on a motion to remove/discipline a director under question.

They shall motion to:

- Dismiss officer/director.
- Verify or negate claims brought to board via complaint.
- Impose disciplinary action.

6.7.1.1 Vote is successful with 60% in favor.

6.7.1.2 Vote is unsuccessful with less than 60% in favor.

6.7.2 Officer/Director actions may be called into question via:

6.7.2.1 Community Member:

Must begin with written and signed complaint. Complaint must include: conduct in question and/or possible conflict of interest.

6.7.2.2 Board:

- May result from inability to perform duties as defined by their position description.
- May result from inability to attend meetings without just cause. (Three or more meetings, including meetings they chair)
- May result from an identified conflict of interest.

6.8 Conflict of Interest

Conflict can either be direct or indirect.

- Officers/Directors must state the conflict during a meeting, failure to do so shall result in removal from the board.
- Request to have conflict noted in minutes and *excuse* self from decision or board.
- Officer/Director in position of conflict cannot vote in any resolution or motion; or participate in discussion with respect to such resolution or motion.

6.9 Resignation

Any member of the board may resign in writing delivered to either chair or vice-chair, and effective upon receipt unless otherwise stated in written notice.

6.10 Indemnity

6.10.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

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6.10.2 No Director or Officer is liable for the acts of any other Director, or Officer. No Director or Officer 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 or Officer 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.

6.10.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

6.11 Remuneration

Officers and Directors shall not receive remuneration for duties. Remuneration shall be sought for expenses approved by the board.

6.12 Board Committees

6.12.1 Establishing Committees:

The board may at times, when deemed necessary, create committees to pursue work on its behalf.

6.12.2 General Procedures for Committees:

All committees will be chaired by a member of the board. The remaining committee composition can consist of board members and/or volunteers from the community.

The Committee Chair calls committee meetings. Each committee shall:

- Record minutes of its meetings
- Distribute minutes to the committee members
- Provide a report to the Board at the following Board meeting
- Committee Chair will call meetings by providing committee members two days notice via email.
- Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does have a casting vote in case of a tie.
- No Committee shall:
 - Authorize payment for events, debts or remuneration.
 - Approve dissolution of society or board including assets.
 - Elect, appoint, vacate directors.
 - Repeal or amend a motion of the board.
- Responsible for creating and abiding to Terms of Reference approved by board.
- Members may resign at any point by delivering written notice to the chair of the board.
- Chair and Vice-chair are ex-officio members of all committees.

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6.12.3 Standing Committees:

Event Committee

- Events Director is Chairperson.
- Develop ideas for events.
- Assist board in finalizing event details.
- Maintain record of events throughout Pride.
- Complete review of events for community feedback.

Article 7 - Finance and Other Management Matters

7.1 Audit

- The financial records of the Society shall be audited in compliance with generally accepted accounting practices at least once a year by one person recommended by the board and approved at the Annual General Meeting (AGM).
- The auditor must not be a board member or employee of the Society.

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 Social Networks

- The Society shall hold accounts with Facebook and Twitter, maintained by the Chair and/or Vice-Chair or designate.
- No director shall initiate or operate a social network feed, page or group on behalf of the Society without explicit permission.

7.4 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.

7.5 Book and Records

7.5.1 The Secretary shall keep a copy of the Minute Books and records minutes of all meetings of the Members.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

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7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the Chair or the Secretary of the Society of their intention to do so.

7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

7.6 Seal

The society shall not adopt a seal.

Article 8 – Amending the Bylaws

8.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting of the Society.

8.2 The twenty-one (21) days' notice of the Annual General Meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting and accepted by the Corporate Registry of Alberta.

Article 9 – Distributing Assets and Dissolving the Society

9.1 Dissolution

In the event that the Society dissolves, and after debts and liabilities are cleared, all remaining assets shall be distributed/donated to a Canadian registered charity/charities focused on the advancement of LGBTTTQQA interests or in the absence of agreeable charities, to registered non-profit organizations in the Lethbridge, Alberta area.

Dated: March 15, 2011

Director Mailing List *as of May 2, 2012*

Heather Chomos

2212 22 Avenue
Coaldale, Alberta
T1M 1H5

Reid Hollander

1602 20 Avenue North
Lethbridge, Alberta
T1H 4W3

Dave Mabell

1229 41 Ave North
Lethbridge Alberta
T1H 6A4

Levi Cox

618 3 Ave South
Lethbridge, Alberta
T1J 0H5

Curtis Simpson

805 7 Street North
Lethbridge, Alberta
T1H 1Y6