



CONSTITUTION

The Society

1.1 The name of the society is Kamloops Pride Society.

1.2 The purposes of the society are:

1.2.1 Work in service to the local LGBTQ2S+ community through advocacy, activism, and education.

1.2.2 Create opportunities for community building amongst local LGBTQ2S+ folks across the lifespan through facilitation of regular events.

1.2.3 Strengthen and foster relationships across sectors within the broader Kamloops community, including amongst other LGBTQ2S+ organizations.

BYLAWS

Article 1 - Interpretation

1.1 The definitions in the British Columbia Societies Act and Societies Act Societies Regulation on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa;

1.2 "KPS" and "KP" means the Kamloops Pride Society;

1.3 "Members in Good Standing" and "Members" means a registered person or organization that has registered to attend the Annual General Meeting or signed up on the KPS website;

1.4 "Director" means a director at large of the KPS for the time being; that

has been elected or appointed by the Members or the Board of Directors;

1.5 “Board Executive” means President, Vice-President, Treasurer and Secretary of the KPS, that have been elected or appointed by the Members or the Board of Directors;

1.6 “Societies Act” means the Societies Act of the Province of British Columbia;

1.7 “LGBTQ2S+” means Lesbian, Gay, Bisexual, Transgender, Queer and Two Spirit;

1.8 “Allies” means all other people and organizations that support the LGBTQ2S+;

1.9 “AGM” means an annual general meeting of the members;

1.10 “Intersectional” means that the KPS acknowledges the diversity of the LBGTQ2S+ community, and commits to having a diverse Board of Directors that best reflects the LGBTQ2S+ community and its allies.

Article 2 - Membership

2.1 All persons who hold a valid membership are members in Good Standings of KPS. Membership is valid for the calendar year and can be renewed annually;

2.2 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members;

2.3 Every member shall uphold the constitution and comply with these bylaws;

2.4 Every member shall be required to provide acknowledgement that they have read and understand the KPS constitution in its entirety;

2.5 Society members have voting rights at the societies Annual General Meeting for updates to Society documentation as well as the next Board membership.

Article 3 - Meeting of the Members

3.1 General meetings of the Society shall be held at the time and place, in

accordance with the Society Act, that the Directors decide.

3.2 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.

3.3 The Directors may, when they think fit, convene an extraordinary general meeting.

3.4 AGM notices shall specify the meeting date, time, location and a video conference link;

3.4.1 AGM notices shall be published on the KPS website and social media accounts;

3.4.2 Communication of AGM notice to members shall occur no less than fourteen (14) days prior to the scheduled meeting as per the Societies Act;

3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.

3.6 An Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last Annual General Meeting.

Article 4 - Proceeding at General Meetings

4.1 Voting on matters at an AGM may occur by any one or more of the following means, in the discretion of the Board:

4.1.1 by show of hands or voting card;

4.1.2 by written ballot;

4.1.3 by vote conducted by electronic means.

4.2 Voting by proxy shall not be permitted at an AGM;

4.3 Special business is:

4.3.1 all business at an extraordinary general meeting except the adoption of rules of order; and

4.3.2 all business transacted at an Annual General Meeting except:

4.3.2 (a) the adoption of rules of order;

4.3.2 (b) the consideration of the financial statements;

- 4.3. (c) the report of the directors;
- 4.3.2 (d) the report of the auditor, if any;
- 4.3.2 (e) the election of directors;
- 4.3.2 (f) the appointment of the auditor, if required; and
- 4.3.2 (g) the other business that, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.4 Once the new directors are elected, they will set a date for the first officers meeting and choose amongst themselves a member to chair that meeting, until a president of the Society is chosen.

4.5 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

4.6 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.7 a quorum constitutes the majority of members in attendance of the General Meeting

4.8 If within 30 minutes from the time appointed for a general meeting, a quorum is not present the meeting shall be terminated.

4.9 If at a general meeting:

4.9.1 the president of the Society, the vice-president, or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.

4.9.2 there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding a meeting; or the president and all the other directors present are unwilling to act as chair, the members present shall choose one of their numbers to be chair.

4.10 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.11 In case of an equality of votes the chairperson shall not have a casting

or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.

4.12 Only members who have purchased memberships at least 14 days prior to any Annual General Meeting and have no other debt due and owing by them to the Society will have voting privileges at that meeting.

4.13 A simple majority of votes of Members present shall be sufficient to pass ordinary resolutions

4.14 Two-thirds of votes of Members present shall be sufficient to pass any special resolution.

Article 5 - Board of Director Applicants

5.1 Individuals interested in being on the Board of Directors of the Kamloops Pride Society must complete the application form found on the Kamloops Pride website 14 days prior to the AGM;

5.2 All board member application forms shall be posted on the KPS website within three (3) days of submission for community review prior to the AGM;

5.3 Individuals elected on the Board of Directors will be provided Board Members packages as well as the Succession Plan;

5.4 KPS Treasurer position shall not be filled by any person with court records containing judgements indicating financial bankruptcy within the previous seven (7) years.

Article 6 - Directors and Officers

6.1 The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to the provisions of:

6.1.1 all laws affecting the Society

6.1.2 these bylaws

6.1.3 rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

6.2 No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

6.3 The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the society.

6.4 The number of directors shall be five or such greater number as may be determined from time to time at a general meeting.

6.5 The term of office for all directors shall be 2 year.

6.6 A member may hold a particular office position for a maximum of 4 consecutive years unless no successor is available. If there are two or more candidates a vote will be held.

6.7 Priority will be given to those who have done a minimum of 5 hours of volunteer time on Kamloops Pride Society business within the last 12 months.

6.8 The directors shall retire at the end of their term each Annual General Meeting when their successors shall be elected.

6.9 Separate elections shall be held for each office to be filled.

6.10 An election may be by acclamation, otherwise it shall be by ballot.

6.11 The directors may, at any time, and from time to time, appoint a member as a director to fill a vacancy in the directors.

6.12 A director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election at the meeting.

6.13 If a director resigns their office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

6.14 No act of proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in the office.

6.15 The directors of the Society may remove a director before the expiration of their term of office for the following reason:

6.15.1 the director misses 3 consecutive meetings of the Board of Directors without good sufficient cause; or

6.15.2 the director, by word or deed, violates the objective of the Association.

6.16 The members may by special resolution elect a successor to complete the term of office at the meeting following the removal of the director.

6.17 No director shall be remunerated for being or acting as a director, but directors shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Article 7 - Proceedings of Directors

7.1 The directors may meet together at the place they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

7.2 At least one half of the directors shall constitute a quorum at meetings of the Board of Directors.

7.3 The election of officers shall be the first item of business for the directors meeting following the Annual General Meeting or any meeting in which an officer resigns.

7.4 The president shall be chair of all meetings of the directors, but if the president is not present the vice-president shall act as chair; but if neither is present the directors present may choose one of their number to be chair for the meeting.

7.5 A meeting of the directors may be called by any officer or on the discretion in writing of 3 directors.

7.6 The directors may delegate any, but not all, of their powers to committees.

7.7 A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at any meetings the chairperson is not present the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

7.8 The members of a committee may meet and adjourn as they think proper.

7.9 For a first meeting of directors held immediately following the appointment or elections of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors

is present.

7.10 A director who may be absent temporarily from British Columbia may provide a waiver of notice of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

7.10.1 it is not necessary to send notice of meeting of directors to that director, and

7.10.2 any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

7.11 Questions arising at a meeting of directors or committee meetings shall be decided by a majority of votes.

7.12 In case of an equality of votes the chairperson does not have a second or casting vote.

7.13 No resolution proposed at a meeting of directors or committee of directors need be seconded, and the chairperson of a meeting may move or propose a resolution.

7.14 A resolution in writing, signed by a majority of directors and placed within the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Article 8 - Duties of Directors

8.1 Directors are expected to conduct themselves in a professional manner this includes:

8.1.1 Regular and timely attendance at board meetings (note that use of alcohol/drugs is prohibited at meetings);

8.1.2 Minimum of 5+ hours/month of volunteering outside of regular board and committee meetings for general board positions;

8.1.3 Minimum of 10+ hours/month of volunteering outside of regular board meetings and committee meetings for executive board positions;

8.1.4 Respectful conduct towards fellow board members;

8.1.5 Maintaining professional behavior when hosting/attending events as a representative of Kamloops Pride;

8.1.6 Respectful communication/interaction with members of the

community and other organizations/agencies (including different social media platforms used by the board);

8.1.7 Respecting the privacy of confidential information about fellow board members, community members, or organizations that we work with;

8.1.8 Promoting inclusivity of the entire spectrum of gender identity, expression and sexual orientation in our actions and use of language; and

8.1.9 Open communications with fellow board members regarding issues pertinent to the board.

8.2 At least one director will be selected by the directors as the spokesperson for Kamloops Pride. Normally this would be the president.

Article 9 - Duties of Officers

9.1 The President shall:

9.1.1 The president shall preside over all meetings of the Society and of the directors.

9.1.2 The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties;

9.1.3 Have signing authority;

9.1.4 Act as the primary contact for media;

9.1.5 Ensure the creation of the board's committees for the year;

9.1.6 Responsible for making sure that the succession plan is executed accordingly;

9.1.7 Be the person that deals with interpersonal conflicts within the board;

9.1.8 Support all committees in their functioning;

9.1.9 Responsible for ensuring that all Kamloops Pride communication to the community is broadcast using the societies website, all social media outlets, and any other broadcast methodologies

9.2 The Vice-President shall:

9.2.1 The vice-president shall carry out the duties of the president, or

secretary during their absence;

9.2.2 Have signing authority;

9.2.3 Act as the secondary contact for media;

9.2.4 Renewing the Kamloops Pride Society Director and Officer Liability insurance for the year

9.2.5 Renewing the Event insurance for the year

9.2.6 Share in the responsibility for ensuring that the succession plan is executed accordingly with the President

9.2.7 Share in supporting all committees in their functioning with the President

9.2.8 Share in delegating tasks to board directors when necessary with the President

9.2.9 Be responsible for checking the Kamloops Pride PO box on a weekly basis with the Secretary

9.2.10 Responsible for assisting the President in ensuring that all Kamloops Pride communication to the community is broadcast using the societies website, all social media outlets and any other broadcast methodologies

9.3 The Past President shall:

9.3.1 Be a non-voting member of the board for one term not exceeding the following Annual General Meeting;

9.3.2 Serve primarily in an advisory capacity;

9.3.3 Ensure continuity of relationships between the board and the community;

9.3.4 Act as a third contact for media; and

9.3.5 Chair Committees as needed (ie. Governance)

9.4 The secretary shall:

9.4.1 Conduct the correspondence of the Society;

9.4.2 Issue notice of meetings of the Society and directors;

9.4.3 Keep minutes of all meetings of the Society and directors;

- 9.4.4 Have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - 9.4.5 Maintain the register of members and directors;
 - 9.4.6 Have signing authority;
 - 9.4.7 Responsible for registering Kamloops Pride Society with BC Societies annually within 30 days after the Annual General Meeting;
 - 9.4.8 Maintain the directors information with BC Societies;
 - 9.4.9 Manage the Kamloops Pride Calendar, digital or otherwise
 - 9.4.10 Be responsible for checking the Kamloops Pride PO box on a weekly basis with the Vice-President
- 9.5 The treasurer shall:
- 9.5.1 Keep the financial records, including books of account, necessary to comply with the Society Act;
 - 9.5.2 Render financial statements to the directors, members, and others when required;
 - 9.5.3 Have signing authority;
 - 9.5.4 Be authorized to make the following expenditures without the pre-approval of the directors at the director's meetings:
 - 9.5.4 (a) Normal Kamloops Pride operating expenditures (e.g. phone, mailbox, dance related bills, Serve It Right licenses...); and
 - 9.5.4 (b) Educational expenditures, such as books/videos/etc. up to a maximum value stipulated by the directors.
 - 9.5.5 Primary holder of Kamloops Pride debit card
- 9.6 The communication coordinator shall:
- 9.6.1 Work with both the President and Vice-Present on all Kamloops Pride communication;
 - 9.6.2 Ensure that Kamloops Pride communication is broadcast using the KP website and all social media platforms being used by KP and any additional methods could be used;
 - 9.6.3 Support the Secretary in responding to emails directed at Kamloops Pride;

- 9.6.4 Act as fourth media contact;
- 9.6.5 Work with local media to expand the reach of information related to Kamloops Pride;
- 9.6.6 Ensure that the content of the Kamloops Pride website is up to date;
- 9.6.7 Engage with the community on the various social media platforms used by Kamloops Pride.
- 9.7 The volunteer coordinator shall:
 - 9.7.1 Maintain the list of community volunteers;
 - 9.7.2 Ensure that volunteers are present at all Kamloops Pride events, including monthly events such as Beers for Queer, our Pride dances and Pride week events;
 - 9.7.3 Be a member of the Pride Week and Events committees;
- 9.8 The officers shall:
 - 9.8.1 Are authorized to make expenditures without the pre-approval of the directors at a directors' meeting if these expenditures are agreed to unanimously by all officers and do not exceed an amount stipulated by the directors.