

Kamloops Pride Society

CONSTITUTION

The Society

1. The name of the society is Kamloops Pride Society.
2. The purposes of the society are:
 - 2.1. Work in service to the local 2SLGBTQPIA+ community through advocacy, activism, and education.
 - 2.2. Create opportunities for community building, arts and culture, and support amongst local 2SLGBTQPIA+ folx of all ages and all intersecting marginalized communities through facilitation of regular events.
 - 2.3. Strengthen and foster relationships across sectors within the broader Kamloops community, including amongst other 2SLGBTQPIA+ 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 signed up as a Kamloops Pride Society Member using the form on the KPS website;
- 1.4. “Director” means a director at large of the KPS; that has been elected or appointed by the Members or the Board of Directors;
- 1.5. “Board Executive” means President, Vice-President, Treasurer, and Administrative Assistant of the KPS, that have been elected or appointed by the Members or the Board of Directors;
- 1.6. “Officer” means President, Vice-President, Treasurer, Administrative

Assistant, Volunteer Coordinator, and Communications Coordinator of the KPS, that have been elected or appointed by the Members or the Board of Directors;

- 1.7. “Administrative Assistant” means the person elected to perform secretarial and administrative duties;
- 1.8. “Societies Act” means the Societies Act of the Province of British Columbia;
- 1.9. “2SLGBTQPIA+” means Two-Spirit, Lesbian, Gay, Bisexual, Transgender, Queer/Questioning, Pansexual, Intersex, and Asexual/Agender;
- 1.10. “Allies” means all other people and organizations that actively support the 2SLGBTQPIA+ community.;
- 1.11. “AGM” means an annual general meeting of the members;
- 1.12. “Intersectional” means that the KPS acknowledges all intersecting identities with the 2SLGBTQPIA+ community, and is committed to
- 1.13. “Quorum” at a board of directors meeting means the majority of all board directors. At a general meeting, it means the majority of members in attendance at the meeting.

Article 2 - Membership

- 2.1. All persons who hold a valid membership are members in Good Standing of KPS. Membership is valid for one calendar year and must 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, virtually or in-person, and 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/or 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 per calendar year and not more than 15 months after the last Annual General Meeting.

Article 4 - Proceeding at General Meetings

- 4.1. Voting at an AGM may occur by any one or more of the following means, at 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 electronic vote.
- 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:
 - 4.3.2.1. the adoption of rules of order;
 - 4.3.2.2. the consideration of the financial statements;
 - 4.3.2.3. the report of the directors;
 - 4.3.2.4. the report of the auditor, if any;
 - 4.3.2.5. the election of directors;
 - 4.3.2.6. the appointment of the auditor, if required; and
 - 4.3.2.7. 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. If a quorum is not present at a General Meeting, no business shall be conducted with the exception of:
 - 4.4.1. Appointment of a meeting chair;
 - 4.4.2. Adjournment of the meeting.
- 4.5. If at any time during a general meeting there ceases to be a quorum present, business shall be suspended until there is a quorum present.
- 4.6. If a quorum is not present within 30 minutes after the scheduled start time of a general meeting, the meeting shall be adjourned.
- 4.7. If at a general meeting:
 - 4.7.1. The President of the Society is absent, the Vice-President shall chair the meeting, but in the absence of both, one of the other directors present shall preside as chair of a general meeting.
 - 4.7.2. There are no KPS board members present or capable to act as meeting chair, members in attendance shall appoint a chair.
- 4.8. Once a general meeting has been adjourned, no further business shall be conducted.
- 4.9. All members are entitled to one vote per resolution, and if the votes result in a tie, the proposed resolution shall not pass.
- 4.10. Only members who have obtained membership at least 14 days prior to an Annual General Meeting, and have no outstanding debt to the society, will have voting privileges at that meeting.
- 4.11. A resolution is passed when there is a majority of votes in favour from attending members.
- 4.12. A Special Resolution is passed when there are two-thirds of votes in favour from attending members.

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, no less than 14 days prior to the AGM;
- 5.2. All board member applications shall be posted on the KPS website for community review, no less than 10 days prior to the AGM;
- 5.3. The application form will be open year-round and applications may be used to appoint interim directors when there are vacancies after an AGM and before the next AGM;
 - 5.3.1. If the application form needs to be edited or updated, the Board will alert all current applicants of the new form so that they can

- re-submit their application.
- 5.4. Individuals elected on the Board of Directors will be provided with onboarding documentation and information.;
 - 5.5. The KPS Treasurer position shall not be filled by any person with court records containing judgements indicating financial bankruptcy within the previous seven (7) years.
 - 5.6. A criminal record check related to fraud or finance will be required for Board Executive positions with signing authority in compliance with the BC Societies Act, and KPS will reimburse the cost incurred for the criminal record check.

Article 6 - Directors and Officers

- 6.1. All acts exercised by the directors on behalf of the society that are not directed by these bylaws to be exercised in a general meeting, must adhere to:
 - 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 a general meeting.
- 6.2. No rule, made by the Society in a 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, Administrative Assistant, Treasurer and one or more other persons shall be the directors of the society.
- 6.4. The number of directors shall be no less than five, and is subject to change by vote of members at a general meeting.
- 6.5. The term of office for all directors shall be 2 years.
- 6.6. A member may hold a particular office position for a maximum of 4 consecutive years, or two terms, unless no successor is available. If there are two or more candidates a vote will be held.
- 6.7. Priority will be given to individuals who have done a minimum of 5 hours of volunteer time with Kamloops Pride Society in the last 12 months.
- 6.8. The directors shall retire at the end of their 2 year term at an Annual General Meeting when their successors shall be elected.
- 6.9. Separate votes shall be held for each position to be filled.
- 6.10. All directors will be democratically elected.
- 6.11. If there is a vacant role on the board following the AGM and before the

- next AGM, for any reason, the Board of Directors may appoint a society member to fill the vacancy on an interim basis, by special resolution.
- 6.12. An interim director holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.
- 6.13. The directors of the Society may remove a director before the expiration of their term of office for the following reason:
- 6.13.1. The director misses 3 consecutive Board of Directors meetings without sufficient cause; or
 - 6.13.2. The director, by word or deed, violates the purpose, mission, and/or values of the Society.
 - 6.13.3. The director, by word or deed, violates these bylaws or the KPS Code of Conduct.
- 6.14. No director shall be remunerated for being or acting as a director, but directors shall be reimbursed for all expenses necessarily and reasonably incurred on behalf of the Society.

Article 7 - Proceedings of Directors

- 7.1. Board of Directors meetings shall be held at the time and place, virtually or in-person, and in accordance with the Society Act, that the directors decide.
- 7.2. A quorum constitutes the majority of directors in attendance of any Board of Directors meeting.
- 7.3. The President shall chair all Board of Directors meetings, but in their absence, the Vice-President shall act as chair; in the absence of both, the directors in attendance may choose a chair amongst themselves.
- 7.4. A meeting of the directors may be called by any Board Executive, or at the discretion of 3 or more directors.
- 7.4.1. Directors must express their support in favour of a meeting, in writing via email or collaborative communication tool such as, but not limited to, Slack, Zoom, Google Meet, or Microsoft Teams.
- 7.5. The directors may create subcommittees to focus on specific areas of work, such as, but not limited to:
- 7.5.1. Pride Week Committee;
 - 7.5.2. Events Committee;
 - 7.5.3. Sponsorship Committee;
- 7.6. Each subcommittee shall:
- 7.6.1. Be chaired by a director or Board Executive;

- 7.6.2. Be comprised of a combination of directors, Board Executive, Members and/or Volunteers;
- 7.6.3. Hold meetings as often as deemed necessary by the committee in order to fulfill commitments;
- 7.6.4. Propose all budget requests to the Board of Directors for approval by vote.
- 7.7. A director who may be temporarily absent from British Columbia may provide a waiver of notice of any Board of Directors meeting and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
 - 7.7.1. It is not necessary to send notice of Board of Directors meeting to that director;
 - 7.7.2. Any Board of Directors meeting that occurs without notice to the absent director, and all proceedings at the meeting in accordance with these bylaws, shall be valid.
- 7.8. Resolutions at a Board of Directors meeting shall be decided by a majority of votes from the directors in attendance.
- 7.9. Each Board Executive, director, member, and volunteer are entitled to one vote only per resolution, with the exception of:
 - 7.9.1. Volunteers and members are not permitted to vote in Board of Directors Meetings, only in Subcommittee meetings, in accordance with these bylaws;
 - 7.9.2. Only Board Executive and directors are permitted to vote on financial decisions, and all subcommittee budgets must be approved by the board before any payments or reimbursements are issued.
- 7.10. All proposed resolutions in a Board of Directors meeting must be seconded by another director.
 - 7.10.1. Resolutions proposed to the board outside of Board of Directors meetings must be seconded by another director;
 - 7.10.2. Resolutions proposed in subcommittee meetings do not need to be seconded.
- 7.11. A resolution proposed in writing, approved by a majority of the Board of Directors by vote conducted via in person or electronic means, and placed within the minutes from the latest monthly Board of Directors meeting, is as valid as a resolution proposed during a Board of Directors meeting.

Article 8 - Duties of Directors

- 8.1. Directors are expected to conduct themselves in a respectful, considerate, and inclusive manner. This includes:
 - 8.1.1. Regular and timely attendance at Board of Directors meetings;
 - 8.1.1.1. No alcohol or recreational drug use is permitted at Board of Directors Meetings or Annual General Meetings.
 - 8.1.2. Minimum of 10+ hours/month of volunteering outside of regular board meetings and committee meetings;
 - 8.1.2.1. Within the 10+ hours/month, attendance at one in-person event per month is required unless there are extenuating circumstances and the board has approved the absences.
 - 8.1.3. Respectful conduct towards fellow board members;
 - 8.1.4. Maintaining respectful, considerate, and inclusive behaviour when hosting/attending events as a representative of Kamloops Pride;
 - 8.1.5. Respectful communication/interaction with members of the community and other organizations/agencies (including any/all social media platforms used by the board);
 - 8.1.6. No public support or alignment with any organization, group, or individual, who is not aligned with the values of KPS, or is associated with any hate directed towards the 2SLGBTQPIA+ community or intersecting marginalized communities;
 - 8.1.7. Keeping private personal information about society members, volunteers, board members, and any other individuals or organizations working with KPS, confidential and in accordance with the [BC Privacy Act](#);
 - 8.1.8. Acknowledging any inherent privilege held individually and/or as an organization, and have anti-racism and decolonization in mind when making decisions and representing KPS;
 - 8.1.9. Promoting inclusivity of the entire spectrum of gender identity, expression and sexual orientation, including all intersecting identities, in actions and use of language; and
 - 8.1.10. Open communication with fellow board members regarding issues pertinent to the board.
- 8.2. Directors are required to fulfill the roles and responsibilities of the position to which they have been elected or appointed.
 - 8.2.1. The Board of Directors may create and dissolve specialized director positions in line with the KPS strategic plan and current

needs of KPS. These positions must be voted on at a Board of Directors meeting.

Article 9 - Duties of Officers

- 9.1. The President shall:
 - 9.1.1. Preside over all meetings of the Society;
 - 9.1.2. Act as 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 subcommittees for the year;
 - 9.1.6. Ensure that the succession plan is executed accordingly;
 - 9.1.7. Deal with interpersonal conflicts within the board; and
 - 9.1.8. Support all subcommittees in their functioning.
- 9.2. The Vice-President shall:
 - 9.2.1. Carry out the duties of the President, in the event of their absence;
 - 9.2.2. Have signing authority;
 - 9.2.3. Act as the secondary contact for media;
 - 9.2.4. Share responsibility with the President to ensure the succession plan is executed;
 - 9.2.5. Share responsibility with the President to support all subcommittees; and
 - 9.2.6. Share responsibility with the President to delegate tasks to directors.
- 9.3. The Administrative Assistant shall:
 - 9.3.1. Conduct the correspondence of the Society;
 - 9.3.2. Issue notice of meetings of the Society and directors;
 - 9.3.3. Keep minutes of all meetings of the Society and directors;
 - 9.3.4. Have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - 9.3.5. Maintain the register of members and directors;
 - 9.3.6. Have signing authority;
 - 9.3.7. Responsible for registering Kamloops Pride Society with BC Societies annually within 30 days after the Annual General Meeting;
 - 9.3.8. Maintain the directors information with BC Societies;
 - 9.3.9. Manage the Kamloops Pride Calendar, digital or otherwise;

- 9.3.10. Be responsible for checking the Kamloops Pride PO box on a weekly basis with the Treasurer;
- 9.3.11. Renew the KPS Director and Officer Liability insurance annually; and
- 9.3.12. Renew the Event insurance annually.
- 9.4. The Treasurer shall:
 - 9.4.1. Keep the financial records, including books of account, necessary to comply with the Society Act;
 - 9.4.2. Render financial statements to the directors, members, and others when required;
 - 9.4.3. Primary holder of Kamloops Pride debit card;
 - 9.4.4. Have signing authority;
 - 9.4.5. Be responsible for checking the Kamloops Pride PO box on a weekly basis with the Administrative Assistant; and
 - 9.4.6. Be authorized to make the following expenditures without the pre-approval of the directors at the director's meetings:
 - 9.4.6.1. Normal Kamloops Pride operating expenditures (e.g. mailbox, website, storage locker, updating directors with BC Societies, and any other expenses required for the general functioning of KPS); and
 - 9.4.6.2. Educational expenditures, such as books/videos/etc. up to a maximum value stipulated by the directors.
- 9.5. The Communications Coordinator shall:
 - 9.5.1. Work with both the President and Vice-President on all Kamloops Pride communication;
 - 9.5.2. Ensure that Kamloops Pride communication is broadcast using the KP website, all social media platforms being used by KP, KPS Member distribution list, external media outlets when appropriate, and any additional methods could be used;
 - 9.5.3. Support the Administrative Assistant in responding to emails directed at Kamloops Pride;
 - 9.5.4. Act as a third media contact, and may be delegated as the first media contact by the President or Vice-President;
 - 9.5.5. Work with local media to expand the reach of information related to Kamloops Pride;
 - 9.5.6. Ensure that the content of the Kamloops Pride website is up to date;
 - 9.5.7. Engage with the community on the various social media platforms used by Kamloops Pride; and

- 9.5.8. Be a member of the Pride Week committee.
- 9.6. The Volunteer Coordinator shall:
 - 9.6.1. Maintain the list of community volunteers;
 - 9.6.2. Resolve any conflicts pertaining to volunteers and scheduling;
 - 9.6.3. Communicate with all event leads and appropriately recruit and staff events with volunteers;
 - 9.6.4. Ensure that volunteers are present at all Kamloops Pride events, including monthly events and Pride Week events; and
 - 9.6.5. Be a member of the Pride Week and Events committees.