

**Surrey Pride Society**  
**ByLaws Incorporated in the Province of British Columbia, Canada**  
**October 2014**  
**Society # S-41946**

**Part 1 - Interpretation**

**1.0** In these By-Laws, unless the context otherwise requires,

- (a) "Executive" means the President, Vice President, Secretary and Treasurer of the Society, for the time being;
- (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (c) a "registered address" of a member means his/her address as recorded in the register of members;
- (d) a "term" means the time between the annual general meeting and the immediate next annual general meeting;
- (e) a "Officer Term" has the same meaning as "term";
- (f) words implying the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

**Part 2 - Membership**

**2.0** The members of the Society are the applicants for incorporation of the Society, and those persons given Honorary Lifetime Memberships, and those who subsequently have become members in accordance with these By-Laws, and in either case, have not ceased to be members. Those persons given Honorary Lifetime Membership will not be full voting members of the Society. Only paid members may vote.

**2.1** Honorary Lifetime Membership:

- a)** Are given to the four original Out in Surrey founding members, the six original founding members of the incorporation of OIS Rainbow Cultural Society and all elected Presidents of O.I.S.R.C.S., now Surrey Pride Society, on the successful completion of their year. Honorary Lifetime memberships may also be given out by the Executive, to one or more persons deserving of that honor at the annual awards event.
- b)** Those persons given the designation of Honorary Lifetime Members are not required to pay the Annual Membership and shall be afforded all membership privileges with the exception of voting.

**2.2** Any person may become a member of the Society upon payment of the Annual Membership Fee.

**2.3** Every member will uphold the Constitution, and comply with these By-Laws.

**2.4** The Board of Directors will determine the membership fees, if any.

**2.5** A person ceases to be member of the Society by:

- (a) delivering their resignation in writing to the Secretary of the Society, or by mailing or delivering it to the address of the Society or
- (b) on their death, or in the case of corporation on dissolution, or
- (c) on being expelled or
- (d) on having been a member not in good standing for a period of ninety (90) days.

**2.6** A member may be expelled by a Special Resolution of the members passed at a General Meeting.

**2.7** A notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason, or reasons, for the proposed expulsion.

**2.8** The person who is the subject of the Proposed Resolution for expulsion shall be given the opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

**2.9** Members are in good standing except a member who has failed to pay their current annual membership fee or other subscription or debt due and owing by them to the Society.

### **Part 3 - Meeting of Members**

**3.0** The Annual General Meeting (A.G.M.) of the Society shall be held no later than forty-five (45) days following August 31<sup>st</sup> to coincide with the Fiscal year as stated in By-law 5.12 on a date fixed by the Board of Directors of the Society.

**3.1** Written notice of a General Meeting of the Society (Annual or Extraordinary), shall state the purpose of the meeting. Notification of such meeting will be posted in the following ways:

- Sent to members electronically to the email given to the Society
- Notice will be advertised electronically on website and social media

This notice shall be given fourteen (14) clear days before such a meeting.

**a)** 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 of that meeting.

**3.2** Ten (10) percent of the members may call such a meeting of the Society for any reason. The members calling such a meeting shall be responsible for administration, notification, and preparation of such a meeting. No funds may be disbursed at such a meeting unless seventy-five percent (75%) of members present concur. A quorum shall consist of ten percent (10%) of the membership or ten (10) members present, or such greater number as the members may determine.

**3.3** The Board of Directors shall meet at least once in each calendar month.

## **Part 4 - Proceedings at a General Meeting (Annual or Extraordinary)**

### **4.0 Special Business is:**

- a)** all business at an Extraordinary *General Meeting* except the adoption of Rules of Order, and
- b)** all business that is transacted at an Annual *General Meeting* except,
  - (i) the adoption of the Rules of Order;
  - (ii) the consideration of the Financial Statements;
  - (iii) the report of the Executive, if any;
  
  - (iv) the election of the Executive and Directors;
  - (v) the appointment of an Auditor, if required, and;
  - (vi) other business under these By-Laws ought to be transacted at an Annual *General Meeting*, or business which is brought under the consideration by the report of the Executive issued with the Notice of Convening the meeting.

### **4.1 Quorum requirements**

- a)** No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a *General Meeting* when a Quorum is not present.
- b)** If at any time during the 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.
- c)** A Quorum is 10% or ten (10) members present, or such greater number as the members may determine at a *General Meeting*.

### **4.2 Unattained quorum**

If within thirty (30) minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day next week, at the same time and place. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least three (3) members present.

### **4.3 Chairperson**

- a)** Subject to By-Law four point four (4.4), the President of the Society, the Vice President, or, in the absence of both, one of the other Executive present, shall preside as the Chairperson of the *General Meeting*.
- b)** The Chairperson may not vote except where there is a tie vote on any matter. His/her vote is then final in determining the outcome of that issue.

### **4.4 Chairperson Appointment**

- a)** If at a *General Meeting* there is no President, Vice President, or other Executive present within fifteen (15) minutes after the time appointed for holding the meeting, or
- b)** the President and all other Executive present are unwilling to act as Chairperson, the members present shall choose one of their number to be Chairperson.

#### **4.5 Adjournment**

- a)** A General Meeting may be adjourned from time to time and 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.
- b)** When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c)** Except as provided in these By-Laws, it is not necessary to give Notice of Adjournment, or the business to be transacted at an Adjourned General Meeting.

#### **4.6 Special Resolutions**

- a)** Special Resolutions to alter these By-Laws proposed for a meeting need to be seconded in writing and sent out with the Notice of Meeting. Normal Resolutions need only be moved and seconded at the meeting. The Chairman of a meeting may move or propose a Resolution.

#### **4.7 Voting**

- a)** Any member in good standing is entitled to one vote.
- b)** Voting is by a show of hands, unless the members otherwise decide
- c)** Voting by Proxy will be permitted with legal documentation by a paid member in good standing. Maximum number of proxies to be held by one member is two (2).

### **Part 5 - Executive and Directors**

**5.0** The Society and all its business and the day to day operations will be exercised by the members of the Board of Directors. The Board of Directors shall number not more than ten (10) persons, consisting of the four (4) Executive positions and the remaining six (6) other Directors.

**5.1** The Executive shall consist of:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

**5.2** The remaining, up to six (6) positions shall be Directors of the Society.

**5.3** Executive and Directors will cease to be such by ceasing to be members of the Society or once their term of office is over (and must then seek re-election).

**5.4** The positions of the Executive and Directors elected at an AGM, shall be for a one (1) year term. All positions will be elected at the Annual General Meeting.

- a)** Separate Elections must be held for each office to be filled.
- b)** An election may be by acclamation; otherwise it must be by a vote.
- c)** If a successor is not elected, the person previously elected or appointed may continue to hold office.

**5.5** The positions on the Board of Directors shall be for one (1) year and upon completion may be nominated for, any available position. The Executive from time to time may appoint a member as a director to fill any vacancy

**5.6** The Board of Directors of the Society shall be responsible for the management and administration of the society, according to these by-laws, and may only be changed by Special Resolution at an Annual General Meeting or at an Extraordinary General Meeting called only for that purpose.

a) The Board may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

**5.7** Legal and Financial Contracts will be the responsibility of the Executive and only the Executive may sign such binding agreements for the Society. All such activity planned by the Board of Directors must be presented and approved by the Board of Directors of the Society; otherwise it will not be binding. All such requests must be answered to within fifteen (15) days of presentation.

**5.8** No member shall receive remuneration from the Society for performing any official duties associated with that position, except for expenses pre-approved by the Board of Directors, directly related to the operation of the Society.

**5.9** The President is the Chief Executive Officer of the Society.

**5.10** The Vice President of the Board of Directors shall assist the President of the Board of Directors and in their absence shall assume the duties of the President.

**5.11** The Secretary shall maintain the membership list, make accurate records of meetings, have custody of the minutes of the meetings and carry on maintenance of all correspondence (handling & processing). They shall have the Seal of the Society and use it under the direction of the Board of Directors. The Seal will be used only by authorization of members of the Board of Directors, and any document to which it is affixed will be signed by them.

**5.12** The Treasurer will be responsible for all funds and paying bills under the direction of the Board of Directors. They will make an accounting of all Finances at the Annual General Meeting. The treasurer and one of the other three authorized members of the Executive may co-sign all cheques drawn on the Society. The two others may be the Co-Signers, if approved by the Board of Directors. The Treasurer should give a full Financial Status Report at each official meeting. The Fiscal year of the society shall be September first (1) to August thirty-first (31) each year.

**5.13** The remaining Board Portfolios can be discussed and decided upon as required. Should a board member hold more than one portfolio then that board member is entitled a single vote.

**5.14** If any Board Officer misses three (3) consecutive meetings (without due notification) then that position shall become vacant.

**5.15** The Officers of the Society may be removed from their position before the expiration of their term by Special Resolution by a majority vote of the Board of Directors. This process should be used only in circumstances relating to the Business and/or assets of the Society and/or actions that are deemed to be to the detriment of the Society. In addition, officers may, upon written notice, resign from the Board of Directors.

## **Part 6 - Election of Officers**

**6.0** The positions of the Executive and Board of Directors will be elected at the Annual General Meeting to be held not more than forty-five (45) days after August 31<sup>st</sup>

**6.1** Any member in good standing may stand for any position, but, shall hold only one elected position at any one time. Members at the Annual General Meeting will determine the election procedure. (Secret ballot or open ballot).

**6.2** Any one choosing to run for an Executive position may not sit on the Executive of another likeminded organization, but may be elected to a Board position; this would include all current visible figurehead positions in other likeminded organizations. Any conflict of interest perception shall be decided by the current Executive and Board.

## **Part 7 - Society Functions**

**7.0** The Society shall be solely responsible for putting on the Annual Surrey Pride Festival, held in July. Details of this event shall be determined by the Board and Committees assigned for such task.

## **Part 8 - Audit of the Accounts of the Society**

**8.0** Under special circumstances, there may be borrowing and/or lending by the Society, with the full approval of the Board of Directors.

**8.1** The Executive will present at an Annual General Meeting a Financial Statement showing income, expenditures, assets and liabilities of the Society during the preceding fiscal year; the Statement will be signed by all of the members of the Executive or the Society's Auditor.

**8.2** All books and Records of the Society will be open to inspection by members of the Society at a reasonable time and with reasonable notice. The Minutes of all member's and Board of Director meetings and all other necessary Books and Records of the Society will be kept by the Board of Directors and available, on request, to members in good standing.

## **Part 9 - Altering the By-Laws of the Society**

**9.0** The By-Laws of the Society may be amended or altered at the Annual General Meeting, or an Extraordinary General Meeting of the membership, by Special Resolution adopted by seventy-five percent (75%) of members present at any such meeting. Notice to amend the By-Law(s) will be given in accordance with these By-Laws.

## **Part 10 - Seal**

**10.0** The Board of Directors may provide a common Seal for the Society and they shall have the power from time to time to destroy it and substitute a new Seal in place of the destroyed Seal.

**10.1** The Seal shall be affixed only when authorized by Resolution of the Board of Directors.

## **Part 11 - Borrowing**

**11.0** In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

**11.1** No debenture shall be issued without the sanction of a Special Resolution.

**11.2** The members may by Special Resolution restrict the borrowing powers of the Executive but a restriction so imposed expires at the next Annual General Meeting.

## **Part 12 - Auditor**

**12.0** This part applies only where the Society is required or has resolved to have an Auditor.

**12.1** The first Auditor shall be appointed by the Executive, who shall also fill all vacancies occurring in the office of Auditor.

**12.2** At each Annual General Meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.

**12.3** An Auditor may be removed by Ordinary Resolution.

**12.4** An Auditor shall be informed forthwith in writing of appointment or removal.

**12.5** No Executive and no employee of the Society shall be Auditor.

**12.6** The Auditor may attend General Meetings.

## **Part 13 - Notice to Members**

**13.0** A Notice:

- (a) Every reasonable effort will be made either personally, by electronic mail or social media to provide notice to a member in good standing.

**13.1** Notice of a General Meeting shall be given to:

- (a) Every member shown on the register of members on the day notice is given, and
- (b) The Auditor, if part twelve (12) applies.

**13.2** No other person is entitled to receive a notice of General Meeting.

**Part 14 - Miscellaneous**

**14.0** After being admitted a member is entitled to a copy of the Constitution and By-Laws.

**14.1** All members are entitled to a copy of any alterations of the By-Laws approved and filed in Victoria.

**14.2** These By-Laws shall not be altered or added to except by Special Resolution.