



Calgary Outlink: Centre for Gender and Sexual Diversity

Annual General Meeting

May 16, 2023

SPECIAL RESOLUTION:

Motion to change the existing bylaws for Calgary Outlink: Centre for Gender and Sexual Diversity, by repealing the current bylaws dated September 21, 2020, and fully replacing them with the new bylaws dated May 16, 2023.

Calgary Outlink: Centre for Gender and Sexual Diversity Bylaws

May 16, 2023

Herein, set out in numbered sections, are the bylaws of Calgary Outlink: Centre for Gender and Sexual Diversity (hereinafter referred to as Calgary Outlink):

Part 1: Membership

1. Any Resident of Calgary who is at least eighteen (18) years of age and who is in accord with the objects of the Society may be a voting member, and be granted full rights and privileges afforded to all voting members as specified in these bylaws.
2. Any Resident of Alberta who is at least thirteen (13) years of age and who is in accord with the objects of the Society may be a non-voting member. Non-voting members may be granted full rights and privileges afforded to all Society members, with the exceptions that they shall not hold any voting rights at any meetings of the Society, and they shall not be afforded a vote by way of using any other member's proxy.
3. A person may apply to the Board of Directors for membership in the Society, and on acceptance by a majority vote of the Board of Directors at any Board of Directors meeting, shall become a member.
4. The Board of Directors may establish several classes of membership and assess corresponding dues and assessments.
5. Every member will uphold the constitution and comply with these bylaws. Failure to do so will result in membership suspension or expulsion, as to be determined by the Board of Directors for a specified period of time, and in accordance with bylaws.
6. A member may be suspended or expelled from the Society upon a three-quarters (75%) vote of the Board of Directors present at any Board of Directors meeting. Written notice of impending suspension or expulsion must be sent to the member at least twenty-one (21) days prior to the vote by the Board of Directors to allow the member to present such members' case before them.
7. A member may withdraw from the Society by submitting written notice to the Secretary, or by providing a verbal request to any Directors serving on the Board of Directors.
8. Membership dues or assessments are not refundable.
9. Any member who resigns or is expelled from the Society shall forfeit all right, claim and interest arising from or associated with membership in the Society.

Part 2: Meetings of the Society

10. Voting members, apart from those members suspended by the Board of Directors, shall be entitled to one (1) vote per member at all General, Special General, and Annual General Meetings of the Society. A voting member may appoint a person to represent themselves by proxy, at any or all meetings, provided that the member has notified the Secretary or meeting Chair in writing of the representative by proxy at least twenty-four (24) hours prior to the meeting, where it is proposed that the representation by proxy will occur.
11. General Meetings shall be called by the Board of Directors for the purposes of informing the membership about the affairs of the Society or to receive direction from the membership.
12. A Special General Meeting may be called by written request made by three-quarters (75%) of Directors on the Board of Directors, or one-quarter (25%) of the Society members in good standing, submitted to the Secretary, to address specific business of the Society. The Board of Directors shall forthwith give notice of the meeting to the members. Notice for a Special General Meeting must comply with bylaws 14-16, below.
13. The Annual General Meeting shall be held in the first half of the calendar year for the purpose of:
 - a. Accepting the minutes of the last Annual General Meeting;
 - b. Receiving and acting on the annual reports of Society Directors and Committees;
 - c. Accepting audited financial statements;
 - d. Undertaking business pertaining to current and future operation of the Society;
 - e. Electing the Board of Directors for the coming year; and
 - f. Appointing auditors for the coming year.
14. Unless otherwise provided herein, notice of General, Special General, and Annual General Meetings shall be given in writing no less than fourteen (14) days in advance of a meeting. Where a Special Resolution is required for Society business at any meeting, the Board of Directors must provide a minimum of twenty-one (21) days' notice to members, in accordance with the Societies Act of Alberta, RSA.
15. Meeting notices shall be sent by the Secretary or any other Director. Notices shall be sent to the last known email address of each member. Notices shall be sent by email and shall be deemed received three (3) days after sending.

16. The General, Special General, and Annual General Meeting of the members shall be held at the head office of the Society, or elsewhere in the province of Alberta, as the Board of Directors may determine and on such days as the Board of Directors shall appoint.
17. The Quorum for a Society meeting is fifteen (15) members in good standing.
18. Any meeting of the Society may be adjourned to any time and from time to time and such business may be transacted by vote in accordance with bylaw 19.
19. Voting shall be by a show of hands unless five (5) members request a secret ballot. Every question shall be decided by a majority of the votes of the members entitled to vote, which may include members' proxies, unless otherwise required by the bylaws of the Society, or by law. The Chair shall not be entitled to a vote at a General, Special General or Annual General Meeting unless there is an equality of votes, in which case the Chairperson shall be entitled to a casting vote.
20. If quorum for any of the above meetings is not met, the meeting shall be adjourned for no less than seven (7) days and no more than fourteen (14) days. All members in good standing shall be notified of the time and date of the reconvened meeting, and the adjourned meeting when reconvened shall constitute a quorum.
21. A resolution in writing signed by all of the members entitled to vote, or their proxies, shall be as valid and effectual as if it had passed at a meeting of members duly called and convened.

Part 3: Board of Directors

22. The Board of Directors shall, subject to the bylaws and the directions given to it by a majority vote at any valid meeting of the Society, have full control and management of the affairs of the Society.
23. The Board of Directors shall consist of between five (5) and twelve (12) members. Any person who is a voting member in good standing may apply to serve as a Director on the Board of Directors. However, only members of the Society who are on the Board are both eligible to serve as, and entitled to vote for, Executive Officer positions on the Board of Directors.
24. Each Director shall be elected by the members at a Society meeting to hold office on the Board of Directors. Thereafter, at a meeting of the Board of Directors, the Board shall elect Directors to serve in the Executive Officer positions of Secretary and Treasurer; each remaining Director shall serve as a Director at Large.
25. Directors elected by the Board to serve in Executive Officer positions shall have a term limit of two (2) years. Directors at Large shall have a term limit of one (1) year. Each

Director whose term limit has expired must be reelected by members at a Society meeting; continuous service on the Board of Directors shall not exceed consecutive six (6) years.

26. If a Director resigns, is removed, or otherwise ceases to hold office prior to the expiration of the term, the Board of Directors may fill the vacancy created by appointing a Director to serve out the balance of the term from among the voting members of the Society. Any Director who serves on the Board by filling such a vacancy, mid-term, must be elected by the members at the next Society meeting, regardless of the vacancy the Board appointed them to; this Director's official term of service will be deemed to commence upon election by the members.
27. A majority of the Directors shall form a quorum for the transaction of business at a Board of Directors meeting.
28. No formal notice of a Board of Directors meeting shall be necessary if all of the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Board of Directors meetings are scheduled at regular intervals and may also be called by an Executive Director or be directed in writing by two (2) Directors. Notice of such meetings shall be delivered, telephoned, or emailed to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than seven (7) days before the meeting is to take place. A Board of Directors meeting may also be held without notice, immediately following the Annual General Meeting of the Society.
29. Unless otherwise specified in these bylaws, questions arising at any meeting of the Board of Directors shall be decided using consensus oriented decision making processes whenever possible. Other decision making models may be used as the Board deems appropriate. In case of an equality of votes, the motion is defeated. The Chair shall not have a second or casting vote.
30. A resolution in writing signed personally by all of the Directors shall be valid and effectual as if it had been passed at the meeting of the Board of Directors duly called and constituted.
31. No error or omission in giving notice for a meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken or had at such a meeting and Directors may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken thereat.
32. Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and their heirs, executors, and administrators and estate respectively shall from time to time at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs as a result of an action, suit or proceedings which is brought, commenced, or prosecuted against them for or in respect of any act, deed, matter or things whatsoever made, done or

permitted by them of any other Director or Directors in or about the execution of the duties incurred in or about or in relation to the affairs thereof except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

33. The Board of Directors may, by a three-quarters (75%) vote of those present at a meeting called for such purposes, remove any Director or Executive Officer before the expiration of the term.
34. The Board shall, on their first meeting following an Annual General Meeting, elect as many Executive Officers required so as to maintain two (2) Executive Officer positions for continuity of the Secretary and Treasurer, with corresponding term limits, as per bylaws 25-26. Additional Executives may be elected at a later meeting of the Board of Directors.
35. Upon missing three (3) consecutive Board meetings in the year of their term, it will be deemed that a Director of the Society has resigned their position on the Board.
36. An Executive Officer shall preside as Chair at the Board of Directors meetings and all General, Special General, and Annual General Meetings of the Society unless the Board delegates another Director to assume the role.
37. The duties of the Secretary include:
 - a. Ensuring accurate minutes of all the meetings of the Board of Directors and the Society are taken and maintaining a Minute Book, including the timely distribution of such minutes, as may be required;
 - b. Verifying quorums at Society meetings and the eligibility to vote of those at such meetings; and
 - c. To keep custody of the Society Seal.
38. The duties of the Treasurer include:
 - a. Securing the revenues of the Society in a financial institution;
 - b. Maintaining an accurate account of the receipts and disbursement of the Society fund; and
 - c. Preparing or procuring audited financial statements of the Society's treasury for the Annual General Meeting.
39. The Board of Directors shall appoint between two (2) to four (4) Directors as signing authorities, and two (2) signing authorities shall sign all cheques. Only those Directors with signing authority shall be authorized to use the Society Seal.
40. To carry out its Society objectives, the Board of Directors may borrow, raise, or secure monies as it sees fit. A Special Resolution, as outlined in the Societies Act, RSA, is required

in matters having to do with borrowing or issuing debentures; a Special Resolution is also required for amending the bylaws, or transacting other Society business whereby a Special Resolution is required by law, and a minimum of twenty-one (21) days' notice must be served to Society members for transacting the business.

Part 4: Subcommittees

41. All committees of the Society shall be considered sub-committees of the Board of Directors and shall be responsible to it.
42. Each sub-committee is responsible for selecting its own Chairperson and setting its own schedule of meetings and agenda.
43. Quorum for all sub-committee meetings shall be one-half ($\frac{1}{2}$) of its voting members.

Part 5: Audit and Financial Accountability

44. The books and records of the Society must be audited once per year. *Note: it is not required to have the books audited by a professional accountant.*
45. Financial records and minutes of the meetings may be inspected by Society members at the Annual General Meetings and at any time, upon giving reasonable notice and arranging a time satisfactory to the Executive Officers having custody of the books and records.
46. The Board of Directors shall see that all necessary books and records of the Society required by the bylaws or rules and regulations of the Society by any applicable statute bylaw are regularly and properly kept.
47. Any profits or gains accruing to the association shall be used to promote its objects. No Director or member shall receive any remuneration for serving as a Director or being a member, or promoting the objects of the organization; except that a Director or member may be reimbursed reasonable expenses incurred in promoting the objects of the Association. A member may receive remuneration if appointed to a position as an employee or a contractor. A Director may be so appointed by the Board of Directors as an employee, or as a contractor, provided that the competition for the position is an open competition, and the Director applying takes no part in deliberations concerning who to hire or contract with, and that Director resigns as a member of the Board of Directors in the event that they are hired or awarded the contract.
48. Upon dissolution, the assets of the Association, after all legitimate debts, are to be disbursed to one or more charitable organizations (as defined in the Income Tax Act) to be determined by the Board of Directors.

Miscellaneous

49. The bylaws may be rescinded, altered, or added to by Special Resolution of the voting members of the Society at a General, Special General, or Annual General Meeting.