

JASPER PRIDE FESTIVAL SOCIETY

Bylaws



**As approved by the founding members at a General Meeting on
July 15th 2013 in Jasper, Alberta.**

ARTICLE 1: Name

1.1. Name: Pursuant to the Articles of Incorporation under the laws of the Province of Alberta, the name of the society is the *Jasper Pride Festival Society*. Herein set out in numbered sections are the Bylaws of the Jasper Pride Festival Society, hereinafter shall be referred to as *JPFS* or as the Society.

1.2. Composition: The *JPFS* is comprised of a General Membership, Executive, Board & its Sub-Committees.

ARTICLE 2: Organization

2.1. Structure: *JPFS* shall be comprised of:

- a. The *JPFS* General Membership as defined in Article 4 hereunder,
- b. The *JPFS* Board of Directors, hereinafter referred to as the Board which shall have responsibility for the management and policies as defined in Article 6 hereunder,
- c. The *JPFS* Executive Committee hereinafter referred to as the Executive which shall have responsibility for the management and policies of the Society as defined in Article 7.

2.2. Records, Minutes and Books: The records of the *Jasper Pride Festival Society* will be maintained by the Board and stored at its designated physical address at 409 Patricia Street in the municipality of Jasper and electronically with all annual reports and meeting minutes posted on the website.

2.3. Fiscal Year: The fiscal year of the Society shall be from July 1st to June 30th.

2.4. Governing Instruments: The Society shall be governed by its Articles of Incorporation and its Bylaws. Amended Bylaws shall become effective upon passage and adoption by the Membership, Executive and Board at the Annual General Meeting or at any time amendments are brought forward one (1) month prior to any General Meeting of the Membership.

ARTICLE 3: Membership

3.1. Eligibility: Any individual who is at least fourteen (14) years old, organization or corporation that subscribes to the purposes of the Society may become a member and be issued a membership card upon payment of annual membership dues and the completion of a membership application. Individuals under the age of eighteen (18) years may in the same manner become a member, it is assumed, that they seek consent from their parents or legal guardians prior to joining the Society.

3.2. Membership Records: Membership shall be granted, regardless of gender, race, sexual or gender orientation, nationality, religion, culture, color, income, lifestyle, occupation, condition of health, physical challenge or other status. The membership records shall be held by the Secretary and shall be kept confidential with access granted only to Board. Memberships shall be valid for one year from Annual General Meeting to Annual General Meeting.

3.3. Membership Dues: Dues shall be set from time to time by the Board. The Board may establish several classes of Membership and corresponding fees, dues and assessments. Membership fees shall be given to the Treasurer and shall be deposited in the accounts of the Society in a timely fashion.

3.4. Members in arrears: Any member who is in arrears for fees, dues or assessments may be suspended from Membership by a majority vote of the Board. A suspended Member shall thereafter be entitled to no Membership privileges or powers in the Society until reinstated by a majority vote of the Board.

3.5. Refunds: Membership fees or assessments are not refundable.

3.6. Membership Privileges: Membership privileges may be revoked or suspended partially or entirely when a member or group of members have committed one or more offenses against any member or the group as a whole. Violations are as follows, but not limited to: slander (making false or defamatory statements against the group or its members), revealing information designated as private without permission including members names, addresses and phone numbers, misrepresenting one's activities as the group's activities without the group's approval, verbally and/or physically sexually harassing members, embezzling *JDFS* funds, committing acts of physical or verbal violence against another member, failure to perform assigned or promised duties, intentionally misleading the group, statements and/or actions that show disrespect for a member's race, sex, sexual or gender orientation, age, disability, or religion.

3.7. Member Offense Process: If a member feels that another member has committed an offense as outlined above, a formal written complaint must be presented at a meeting of the Board or a written statement must be given to one of the Co-Chairs. The complainant may request a closed hearing or an open hearing. An open hearing must be held during a regular Board meeting with all members allowed to participate. A closed hearing will be attended only by the Board, any witnesses, the complainant and accused. The accused member must be notified of the complaint. A quorum of 75% of Board members must attend any hearing. If the accused refuses to attend they waive voice and representation and the hearing will proceed in their absence. If the complainant refuses to attend the complaint shall not be heard and the hearing shall not proceed. Members shall be considered innocent until deemed guilty after a hearing.

3.8. Offence hearings: The format of a hearing will be as follows: The complainant and the accused will be given ten (10) minutes each to present their sides. There are to be no interruptions allowed during these presentations. The complainant and the accused will be given three (3) minutes to rebut their counterpart's presentation one time. Each attending member except the complainant and the accused will have three (3) minutes to voice their comments on the case if they wish to voice them. In an open hearing a closed ballot vote among the eligible members will occur after the group discussion. The complainant and the accused will be required to leave the room before the vote occurs and cannot vote. In a closed hearing, only the Board of Directors can vote. If a simple majority of the vote is not in favor of the accused, the voting members must decide the action to be taken. Current available actions include, but are not limited to: a warning, probation, suspension of membership privileges, or expulsion. A time limit must be specified for probation or suspension of membership privileges.

3.9. Withdrawal of Membership: Membership will be considered withdrawn upon the surrender of membership card to the Secretary.

3.10. Voting: Any individual, organization or corporation who is a member in good standing shall have the right to cast a single vote at all General, Special or Annual General Meetings of the Society.

ARTICLE 4: Meetings of the Society

4.1. Annual General Meeting: The *JPFS* shall hold an Annual General Meeting within ninety (90) days of the fiscal year end each year. Fourteen (14) days' notice of the Annual General Meeting shall be given to the Membership and must be publicly posted via electronic or print means.

The Annual General Meeting shall be held for the purposes of:

- a. accepting the minutes of the last Annual General Meeting.
- b. receiving and acting on the annual reports of the Board and Committees.
- c. accepting the audited financial statement.
- d. undertaking business pertaining to current and future operations of the Society.
- e. electing the Board and the Executive
- f. appointing auditors for the coming year

4.2. General Meetings: General Meetings of the Society may be called by the Board and be held at such time and place as may be determined by the Board for the purpose of informing the Membership about the affairs of the Society or to receive guidance from the Membership.

4.3. Special General Meetings: Special General Meetings may be called at the request of one-third (1/3) of the Board or on the presentation of a petition to one of the Co-Chairs containing the signatures of one-fourth (1/4) of the members in good standing to address specific business of the Society.

4.4. Notice: Notice of all meetings of the Society shall be given by mailing, e-mailing, telephoning or delivering notice at least fourteen (14) days before the meeting. Neither the business to be transacted at, nor the purpose of any General or Special Meeting of the Membership or Board need be specified in the notice of such meeting unless specifically required by law or these Bylaws.

4.5 Quorum: The Quorum for all Annual General Meetings, General Meetings and Special General Meetings of the Membership shall be nine (9) members in good standing.

4.6. Voting procedure: Voting at all Annual General meetings, General Meetings and Special General Meetings shall be by a show of hands unless at least five (5) members request a secret ballot. Every question shall be decided by a majority of the votes of the eligible members present and entitled to vote unless otherwise required by the Bylaws of the Association, and/or by law.

ARTICLE 5: Board of Directors

5.1. Scope: The Board shall have supervision, control and direction of the management, affairs and property of the society, shall determine its policies or changes therein, supervise the disbursement of its funds, and shall actively undertake the execution of its purposes and objectives.

5.2. Powers: The Board shall exercise all powers of the Society and will take action which is not prohibited or reserved to the Membership (by law, the Articles of Incorporation or by these Bylaws).

5.3. Investments: The Board may delegate to an investment manager or adviser the powers and duties to invest the society's funds subject to the direction and supervision of the Board.

5.4. Policies and Procedures: The Board may adopt by majority vote such rules and regulations for the conduct of its business and the business of the Society as shall be deemed advisable, provided such rules and policies do not conflict with any provisions of these Bylaws. (Such rules, policies, and procedures shall be known and designated as *JPFS* Policies and Procedures).

5.5. Delegation powers: The Board shall be responsible for creating and implementing such arrangements as required to provide for the conduct of *JPFS* business and may delegate authority and responsibility to the Executive and other committees.

5.6. Composition: The Board shall be comprised of at least three (3) and no more than nine (9) members, the exact number to be decided by the Board. Board members shall serve without compensation. The Board shall, as much as possible, reflect the diversity within the community of Jasper. To be eligible for election to the Board a person must be a member in good standing.

5.7. Terms of Office: Members of the Board shall serve in office for a term of one (1) year from the Annual General Meeting of the year of their selection through to the Annual General meeting of the next year.. Board members elected or appointed after the Annual General meeting shall begin their terms at the next Board meeting held after such an election and shall serve until the expiration of the term such person shall have been elected to fill. No Board member shall hold two or more positions on the Board.

5.8. Elections: A nominating Committee to nominate candidates for position on the Board may be established from time to time as the Board may direct. Annual elections for the Board shall take place at the Annual General meeting of *JPFS*. The majority of members present and eligible to vote shall determine the vote.

5.9. Resignations: Any member of the Board may resign by delivering written notice of resignation to the Secretary. The Secretary shall present the letter for its acceptance at the Board's upcoming meeting. Resignation from the Board does not automatically include a resignation from membership in the Society.

5.10. Removal: Board members can be removed from office at a Special Meeting of the Membership. A 75% vote of the Membership in attendance and eligible to vote to support the motion will be required. Board members can also be removed from office at a Special Board meeting. A 75% vote of all Board members will be required. However, the Board member that is named in the motion, shall not have a vote on the motion at the Special of the Membership or Board.

5.11. Vacancies: Any vacancies in the membership of the Board, whether caused by death, resignation, and removal or otherwise, shall be filled at any General or Special Meeting of the Membership called for that purpose. Until such a General or Special Meeting takes place the Board may by majority vote fill that position for the interim with any member in good standing. Board members so elected shall serve the rest of the term of their predecessors and until their successors are elected and qualified.

5.12. Committees: The Board shall establish and maintain the following committees:

- a) The Executive Committee shall be comprised of the two Co-Chairs, the Secretary and the Treasurer. The offices of Secretary and Treasurer can also be combined in one position. The Executive Committee shall be required to have a minimum of two positions filled to be considered active, amongst them one Co-Chair.
- b) Ad hoc Committees: To be created and dissolved as necessary.

5.13. Structure of the Board: The following Board members shall be elected to hold office for a one year term. The Board may decide to alter the positions or to fill fewer positions as per Ssc. 6.6.

- a) **Co-Chair #1** - Member of the Board and Executive
- b) **Co-Chair #2** - Member of the Board and Executive
- c) **Treasurer** - Member of the Board and Executive
- d) **Secretary** - Member of the Board and Executive
- e) **Sponsorship Director** - Member of the Board
- f) **Membership and Fundraising Director** - Member of the Board
- g) **Festival Director** - Member of the Board
- h) **Marketing Director** - Member of the Board
- i) **Media and Social Media Director** - Member of the Board

5.14. Meetings of the Board: The Board shall be required to meet at least eight (8) times per year. The Executive will meet as necessary at the call of either or both of the Co-Chairs. A Board Meeting may also be held, without notice, immediately following the Annual General Meeting.

5.15. Special Meetings of the Board: Special Meetings of the Board may be called at the request one-third (1/3) of its Board members.

5.16. Attendance: To maintain voting eligibility, a member of the Board must attend at least 75% of the Board meetings in the fiscal year. For purposes computing compliance, the calendar year begins in July and runs through June. Notification of any planned absence must be made to the Secretary in advance in order to be considered excused. Emergency absences that preclude advance notice must be made to the Secretary no later than one week after the scheduled meeting. Failure to make notification of absences may result in removal from the Board. Additionally a Board member who misses three consecutive meetings and has not been excused will lose voting eligibility.

5.17. Quorum: A majority of the filled Board or Executive positions will constitute a quorum for Executive and Board meetings and must include one (1) of the of the Co-Chairs. Unless otherwise specified in these Bylaws, questions arising at any meeting of the Board shall be decided by a majority of votes. An equality of votes constitutes no majority.

5.18. Business between Board Meetings: New business may occasionally arise between regularly scheduled Board meetings. A majority of the Executive shall decide if such business requires a Special Meeting of the Board or may be placed on the agenda of the next regularly scheduled meeting.

5.19. Means of participation: Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone, web, email or similar communication equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting. Voting by those means is permissible.

ARTICLE 6: Executive Committee

6.1. Elections: All Executives shall be elected at the Annual General Meeting by majority vote.

6.2. Terms of Office: All Executives shall hold office from the date of election until the following year's Annual General Meeting.

6.3. Term restrictions: All Executives shall hold office for a maximum of three (3) consecutive terms in their respective position.

6.4. Functions: The Executive shall have the following functions:

- a) It shall be responsible for effectively communicating *JPFS's* Mission, Vision and Objectives to the Board, any sub-committee, the Membership and community at large
- b) It shall be empowered to make operational decisions integral to the execution of the Mission, Vision and Objectives of *JPFS* as indicated by the approved budget without the requirement of a vote by the Membership. All decisions above and beyond operational decisions as well as any special monetary decisions beyond the annual budget that are in excess of one thousand five hundred Dollars (\$1500.00) must be brought to a meeting of the General Membership for a vote.
- c) It acts for the Board in emergencies or in other situations where time factors do not permit awaiting the next regularly scheduled meeting of the Board. A summary of the business conducted at any meeting of the Executive shall be reported to the full Board at the next regularly scheduled Board meeting.

6.5. Co-Chairs: The two Co-Chairs shall have the following functions:

- a) Both Co-Chairs serve as Co-Chief Executives of *JPFS*.
- b) Either Co-Chair presides at all meetings of the Membership, Executive or the Board as set prior to the meeting date.
- c) Either or both Co-Chairs shall serve as a member of all Committees and Sub-committees.
- d) Either or both Co-Chairs shall act as spokespersons for the Society.

6.6. Secretary: The Secretary shall have the following functions:

The Secretary shall have the general powers and duties usually vested in the office of Secretary of a society, shall keep minutes of all meetings of the Executive, Boards and the membership, shall authenticate the records of the Society and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned from time to time by the Board, including the duties to:

- a) Provide proper notices in accordance with these Bylaws,
- b) Have charge of all the correspondence of the *JPFS* and be under the direction of the Co-Chairs of the Executive.
- c) Ensure that a proper database of members is maintained
- d) Act as spokesperson for the Society in the absence of both Co-Chairs, and
- e) Be responsible for ensuring an annual report is prepared and distributed for the Annual General Meeting.

6.7. Treasurer: The Treasurer shall have the following functions:

The Treasurer shall have the general duties vested in the office of the Treasurer of a society, including the responsibility for all funds and securities for the Society, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned from time to time by the Board, including the duties to:

- a) Oversee the financial management of the Society;
- b) Provide for the payment of all bills and obligations of the Society as directed by the Board;
- c) Keep a complete and correct account of all monies received and disbursed by the Society;
- d) Provide a financial statement of the Society to the Board at each regular Board meeting or as requested by the Board; and
- e) Submit a full financial report to the members at the Annual General meeting.
- f) Have signing authority for minor expenditures below twenty-five Dollars (\$25).

The Board may require the Treasurer to give a bond for the faithful discharge of her/his duties, the cost of which shall be borne by the Society.

6.8. Sub-Committees: The Executive can create any Sub-Committee deemed necessary to fulfill the Mission, Vision and Objectives of the *JPFS*. No committee may:

- a) Authorize payment of a dividend or any part of the assets of the Society to its Directors or Executives.
- b) Approve dissolution, merger, or the sale, pledge, or transfer any of the Society's assets.
- c) Elect, appoint, or remove members of the Board or fill vacancies on the Board or on any of its committees.
- d) Adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board

6.9. Protocol: The Board is not bound by the decisions of the Executive or any Committee. The protocol for decision-making within the scope of committees shall include a process for consultation with the Board and fellow committee members

6.10. Voting: Each member of the Executive shall have an equal vote on Executive decisions.

ARTICLE 7: Financial Reporting:

7.1. Financial Report: The Board of *JPFS* shall publish a preliminary financial report of the Annual Pride Event within ninety (90) days after the event. Financial statements shall be prepared and presented at the Annual General Meeting.

7.2. Borrowing power: For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

7.3. Funds: All funds of the Society shall be deposited in the name of the Society in such banks, trust companies or other depositories as the Board may select. All funds of the Society shall be deposited in such accounts in a timely fashion.

7.4. Gifts: The Board may accept on behalf of the Society any contribution, gift, bequest or device for any purpose of the Society.

7.5. Earnings: No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its member, trustees or other private persons.

7.6. Auditing: The financial records of the Treasurer shall be audited according to generally accepted accounting practices at least once a year by two persons recommended by the Board and approved by the membership at the Annual General Meeting. Audited financial statements shall be posted and made available within six (6) months of the Annual General Meeting.

7.7. Financial Records: All financial records and minutes of meetings shall be made available to members in good standing upon request. All requests for review of *JPFS* records shall be made to the Secretary. The Secretary shall respond to such requests within fourteen (14) days.

7.8. Custody of the Seal: Custody of the *JPFS* seal shall be the responsibility of the Treasurer. All members of the Board shall have the permission to use the seal.

7.9. Signing Authority: The Board shall appoint three (3) members to have signing authority. Two of the three signatures will be required for any banking, financial transactions or contractual agreements involving *JPFS*. One signature will consist of either one of the Co-Chairs or the Treasurer.

7.10. Contracts: No member of the Society shall be authorized to make any contracts for or on behalf of the Society; nor shall any member be authorized to obligate the Society to perform under any *JPFS* Bylaws contract or to pay any sum of money. All written contracts shall require the approval of the Board and shall be executed by one of the Co-Chairs, and in her/his absence, the Secretary, and attested by another Director.

7.11. Remuneration: Any profits or gains accruing to the Society shall be used to promote its objects. No Board member or member shall receive any remuneration for serving as a Board member or Executive or for being a member, or for promoting the objects of the organization, except that a Board member, Executive or member may be reimbursed reasonable expenses incurred in promoting the objects of the Society in accordance with Society policies and procedures.

7.12. Employees and Contractors: A member may receive remuneration if appointed to a position as an employee of the Society or a contractor to the Society. A Board member may be appointed by the Board as an employee, or as a contractor, provided that the competition for the position is an open competition, and the Board member applying takes no part in deliberations concerning who to hire or contract with, and that Board member resigns as a member of the Board in the event he or she is hired or awarded the contract.

ARTICLE 8: Amendments

8.1. Bylaws Special Resolution: The Society shall notify the membership of the place, date, and time of any General Meeting that will affect the Bylaws of *JPFS* with twenty-one (21) days or more notice of this meeting.

8.2. Bylaws: These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 75 % of the members in attendance and in good standing in favor of this Special Resolution.

ARTICLE 9: Society Property

9.1. Ownership: All property purchased, gifted, developed or created for the purposes of the Society's Vision, Mission or Objectives belong to the Society. Property of *JPFS* is to be returned to the Board when membership is ended (by revoking or by withdrawal) or when a cessation of duty occurs.

ARTICLE 10: Dissolution

10.1. Redistribution: In the event of voluntary dissolution or winding-up of the affairs of the *JPFS*, all remaining assets after payment of the liabilities of the *JPFS* shall be distributed to one or more organizations, residing in the community of Jasper or Alberta that promote the objectives of the *JPFS* as decided by the Executive in consultation with any remaining members in good standing.

These Bylaws have been approved on a General Meeting by quorum on _____ in the Municipality of Jasper, Alberta.

Signature

Printed Name

Address:

Signature

Printed Name

Address:

Signature

Printed Name

Address:

Signature

Printed Name

Address:

Signature

Printed Name

Address:

Witness:

Signature

Printed Name

Address:
