



T.K. SPARKS

Bylaws of Surrey Pride Society dba Surrey Pride BC (the "Society")

Part 1 — Definitions and Interpretation

1.1 Definitions

In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws, as altered from time to time.

"Special Resolution" means any of the following:

- a. a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members;
- b. a resolution consented to in writing by all of the voting members;
- c. if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by at least 2/3 of the votes cast, in accordance with the bylaws, on the resolution;

"Ordinary Resolution" means any of the following:

- i) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members,
- ii) resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
- iii) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

1.2 Definitions in Act apply

The [definitions in the Act](#) apply to these Bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Members

2.1 Membership Levels

The Society shall have 2 classes of membership;

1.Regular Membership

- a. Regular Membership is open to those of 16 years or older who reside, study or work in the Surrey/White Rock area.
- b. Regular Membership shall entitle the member to vote at General Meetings
- c. Regular Membership shall last the longer of
 - I) one calendar year,
 - II) or, if more than 1 calendar year passes between Annual General Meetings, until the next Annual General Meeting.

2. Lifetime Membership

- a. All past Presidents who have completed their term are awarded a Lifetime Membership.

- b. The Board of Directors may also choose, by simple majority at a board meeting, to award Lifetime Membership to other persons.
- c. The annual dues for an Lifetime Membership are \$0.00
- d. Lifetime Membership shall entitle the member to vote at General Meetings and receive all the benefits of a Regular Membership, this includes former Presidents that no longer live in the Surrey/White Rock area)

2.2 Establishment of membership

A person (16 years and older) becomes a member on the board's acceptance of their application form and the payment of membership dues.

2.3 Duties of members

Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.4 Amount of membership dues

The amount of the membership dues, if any, will be determined by the Board, but in no case shall exceed the equivalent of more than 1 hour of BC's minimum wage.
Membership dues are waived for any person who has been granted Lifetime Membership.

2.5 Member not in good standing

A member is not in good standing if the member fails to pay the member's membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.6 Member not in good standing may not vote

A voting member who is not in good standing

- a. may not vote at a general meeting, and
- b. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.7 Termination of membership if member not in good standing

A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

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

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

2.10 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.

2.11 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.

2.12 Members whose behaviour has caused embarrassment pain & suffering to others, use social media as weapon to attack others, shall be considered in opposition to what the Society's principals are, and as such can be deemed members not in good standing. If you purposely or otherwise sabotage the business of the Society, you will be immediately considered a member not in good standing.

Any actions as serious as tampering with the finances, the tools of running the society will result in immediate and permanent non member status. This will also apply without restriction to serving executive and board members.

Part 3 — General Meetings of Members

3.1 Time and place of general meeting

A general meeting must be held at the time and place the Board determines, be this in person, virtually, or a mix of the two. The Annual General Meeting should be held within 45 days of the fiscal year end – The Fiscal year is September 1 through August 31st each year.

3.2 Notification of a general meeting

Notice of a General Meeting shall be sent by the Secretary to members 14 days in advance of the Meeting to the email addresses provided by members on their application form.

Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

3.2 Ordinary business at general meeting

At a general meeting, the following business is ordinary business:

- a. adoption of rules of order;
- b. consideration of any financial statements of the Society presented to the meeting;
- c. consideration of the reports, if any, of the directors or auditor;
- d. election or appointment of directors;
- e. appointment of an auditor, if any;
- f. business arising out of a report of the directors not requiring the passing of a special resolution.

3.3 Notice of special business

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business

3.4 Chair of general meeting

The following individual is entitled to preside as the chair of a general meeting:

- a. the individual, if any, appointed by the Board to preside as the chair;
- b. if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair;
 - 1) the president,
 - 2) the vice-president, if the president is unable to preside as the chair, or
 - 3) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

3.5 Alternate chair of general meeting

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

3.6 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.7 Quorum for general meetings

The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

3.8 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.9 If quorum ceases to be present

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

3.10 Adjournments by chair

The chair of a general meeting may, or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.11 Notice of continuation of adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.12 Order of business at general meeting

The order of business at a general meeting is as follows:

- a. elect an individual to chair the meeting, if necessary;
- b. determine that there is a quorum;
- c. approve the agenda;
- d. approve the minutes from the last general meeting;
- e. deal with unfinished business from the last general meeting;
- f. if the meeting is an annual general meeting,
 - i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii) elect or appoint directors, and
 - iv) appoint an auditor, if any;deal with new business, including any matters about which notice has been given to the member in the notice of meeting;
- v) terminate the meeting.

3.13 Methods of voting

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

3.14 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.15 Proxy voting not permitted

Voting by proxy is not permitted.

3.16 Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.17 Eligibility to vote at a general meeting

Voting rights at a general meeting (including Annual General Meetings and Extraordinary General Meetings) are limited to those who had memberships 10 days before the meeting.

3.18 Members' Proposals

Section 81 of the Societies Act shall govern members' proposals.

Part 4 — Directors

4.1 Number of directors on Board

The Society must have no fewer than 3 and no more than 8 directors.

The Board of Directors shall ordinarily be composed of 7 Directors: President; Vice-president; Director of Diversity; Secretary; Treasurer and 2 Directors at Large

The Society may, by ordinary resolution at a general meeting, change the number of Directors at Large so long as the total number of directors is no fewer than 3 and not more than 8 directors.

4.2 Requirements for Directors

In order to ensure the needs of Surrey 2SLGBTQIA+ persons are met, Directors of the Society must live, work or study in Surrey/White Rock.

If a Director begins their term living, working or studying in Surrey/White Rock, but moves away / finds employment outside the city, etc they shall serve out the remainder of their term but will not be eligible for re-election until they once again live, work or study in Surrey.

In order to ensure the voices of 2SLGBTQIA+ youth are heard, an individual who is 16 or 17 years of age is qualified to be a director of the Society.

Director's names and addresses will be filed with BC Registries and Online Services and will be publicly accessible. According to Section 12 (2)b of the Societies Act, The address of a director may be their residential address or "another address at which the director can usually be served with records between the hours of 9 a.m. and 4 p.m., local time, from Monday to Friday, inclusive

Section 44 of The Societies Act outlines who is not qualified to serve as a Director. As of the writing of these bylaws, Section 44 states that "an individual is not qualified to be a director of a society if the individual is

- a.** found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs, unless a court, in Canada or elsewhere, subsequently finds otherwise,
- b.** an undischarged bankrupt, or
- c.** convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
 - i)** the court orders otherwise,

- ii) years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or
- iii) a pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

Section 44 of the Societies Act shall govern who is not qualified to serve as a Director.

4.3 Terms of Directors and Staggering of Roles

In order to promote knowledge transfer and the Society's longevity;

- a. The President and Treasurer's terms should ideally be staggered, with the President elected in an even year and Treasurer elected during an odd year
- b. The President shall be elected for a 2 year term.
- c. The Treasurer shall be elected for a 2 year term.
- d. The other board positions shall be 1 year terms.

4.4 Election or appointment of directors

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board in accordance with Section 4.3.

4.5 Directors may fill casual vacancy on Board

The Board may appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

The Secretary shall verify that the member is eligible to serve as a Director under Section 44 of The Societies Act prior to being appointed as a Director.

4.6 Term of appointment of director filling casual vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.7 Duties of Directors

A director of the society must, when exercising the powers and performing the functions of a director of the society

- a. act honestly and in good faith with a view to the best interests of the society,
- b. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- c. act in accordance with the Societies Act and other applicable legislation, and
- d. subject to paragraphs (a) to (c), act in accordance with the bylaws of the society.

Nothing in a contract or the bylaws of a society relieves a director from the duty to act in accordance with this Act and the regulations, or liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society. All directors of the society must work to enhance equity, diversity, accessibility and inclusion

Part 5 — Directors' Meetings

5.1 Calling directors' meeting

A directors' meeting may be called by the president or by any 2 other directors. A meeting may be in person, virtual or a combination.

5.2 Notice of directors' meeting

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

5.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.4 Conduct of directors' meetings

The directors may regulate their meetings and proceedings as they think fit.

5.5 Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

5.6 Attendance at Directors' Meetings

Directors, guests of directors and any member of the society who provides at least 4 weeks notice prior to the meeting are permitted to attend Directors' Meetings

5.7 Resignation of directors

A director of a society who intends to resign must give their resignation to the society in writing, and the resignation takes effect on the later to occur of the following;

- a. the (via mail or email) receipt by the society of the written resignation;
- b. if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - i) if a date is specified, the beginning of the day on the specified date,
 - ii) if a date and time are specified, the date and time specified, or
 - iii) if an event is specified, the occurrence of the event.

5.8 Removal of Directors

A director may be removed from office by;

- a. a special resolution at a General Meeting;
- b. in the case of a director who has not attended 3 consecutive director's meetings in a row without sending regrets, by a vote of at least 2/3 of directors at a board meeting.
- c. ALL directors are expected to be unified in presenting Surrey Pride Society in a positive fashion. Failure to do so may result in removal from office with a 2/3 vote of the Board of Directors at a meeting where their issue is raised as per 2.2 of these bylaws applying to any membership level.

5.9 Decisions made Outside of Directors' Meetings

Directors may make decisions outside of regular director's meetings via electronic means

The secretary shall record the text of the resolution and the vote result. This vote will be recorded in the agenda and minutes of the next directors' meeting.

Part 6 — Board Positions

6.1 Election or appointment to Board positions

Directors must be elected or appointed to the following Board positions

- a. President;
- b. Vice-president;
- c. Secretary;
- d. Treasurer.
- e. Director of Diversity;
3. Directors at Large

6.2 Role of President

The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

The president shall also maintain a list of all passwords and shall renew the internet domain name of the Society.

The president, acting in concert with the secretary, may enter into negotiations of potential partnerships that will benefit the Society, but shall not enter into agreements / partnerships without a vote approving the agreement / partnership by at a simple majority of the directors at a board meeting

6.3 Role of Vice-President

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

6.4 Role of Secretary

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a. issuing notices of general meetings and directors' meetings;
- b. taking minutes of general meetings and directors' meetings;
- c. keeping the records of the Society in accordance with Section 20 of the Societies Act;
- d. conducting the correspondence of the Board;
- e. filing the annual report of the Society and making any other filings with the registrar under the Act.
- f. after a change in its directors, or a change in the name or address of any of its directors, promptly file with the registrar a notice of change of directors as prescribed by [Section 51 of the Societies Act](#);
- g. complying with the Personal Information Protection Act
- h. The secretary, acting in concert with the president may enter into negotiations of potential partnerships that will benefit the Society, but shall not enter into agreements / partnerships without a vote approving the agreement / partnership by a simple majority of the directors at a board meeting.

6.5 Absence of Secretary from meeting

In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

6.6 Role of Treasurer

The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a. receiving and banking monies collected from the members or other sources;
- b. keeping accounting records in respect of the Society's financial transactions;
- c. preparing the Society's financial statements;

- d. ensuring the Society's tax filings is completed.
- e. Filing and reporting of gaming licenses with the British Columbia Lottery Corporation
- f. The Treasurer must make sure that Board Liability Insurance is in place annually

6.7 Role of Director of Diversity

The Director of Diversity is responsible for;

Providing guidance to the board on issues of equity, diversity and inclusion

Outreach to equity seeking demographics such as QTIBIPOC, youth, seniors, persons with disabilities and the voices that have traditionally faced challenges having their voices heard by Pride Organizations.

To establish an Equity, Diversity and Inclusion Subcommittee, which shall support the Director of Diversity in supplying guidance to the Directors.

Part 7 — Remuneration of Directors and Signing Authority

7.1 Remuneration of directors

These Bylaws do not permit the Society to pay to director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

7.2 Signing authority

A contract or other record to be signed by the Society must be signed on behalf of the Society

- a. by the president, together with one other director,
- b. if the president is unable to provide a signature by the vice-president together with one other director.
- c. A Director may not sign a cheque for their family members / partners

