



Rainbow Coalition of Yellowknife By-Laws

The following are the bylaws of Rainbow Coalition of Yellowknife.

1. **Classes of Membership:** There are three separate classes of membership for the Society:
 - a) **“Regular Member”:** A member under the age of 30, has voting privileges and is able to run for a position on the board of directors.
 - i) In the case that a regular member is under 18, the regular member does not have voting privileges when it comes to issues of legality.
 - b) **“Adult Member”:** A member who is over the age of 30, has voting privileges and is able to run for a position on the board of directors.
 - c) **“Organizational Member”:** An organization, non-profit or business that conducts business in Yellowknife, does not have voting privileges and is unable to have a representative run for a position on the board of directors.

2. **Terms of Admission:** All members must have a permanent address in Yellowknife, NT.
 - a) **“Regular Member”:** Individuals who are under 30 years of age, and have signed up to be a member on the Society’s website are eligible for admission to regular membership in the Society;
 - b) **“Adult Member”:** Individuals who are over 30 years of age, and have paid an annual fee of \$25 and have signed up to be a member on the Society’s website are eligible for admission to adult membership in the Society;
 - i) The \$25 annual fee may be waived if the individual considers themselves to be a part of a low-income household.
 - c) **“Organizational Member”:** Organizations, non-profits or businesses who operate in Yellowknife, NT, who have LGBTQ+ inclusive policies, have paid an annual fee of \$250 and have signed up to be a member on the Society’s website are eligible for admission to organizational membership in the Society;
 - i) The \$250 annual fee may be lessened to an annual fee of \$100 if the entity is a non-profit organization.



- ii) Entities that are in the process of developing LGBTQ+ inclusive policies are capable of becoming organizational members, with the approval of the Society's board of directors.
- 3. **Rights of Members:** All members of the Society will have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objects, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe for specific activities.
- 4. **Obligations of Members:**
 - a) **"Regular Member":** Each regular member must uphold and adhere to the objects and bylaws of the society.
 - b) **"Adult Member":** Each adult member must uphold and adhere to the objects and bylaws of the society. Each adult member must pay an annual membership fee of the amount listed in Article 2(b), within a month of signing up to be a member.
 - i) The amount of the annual membership fee may be changed by the voting members (Regular and Adult Members) at each annual general meeting.
 - c) **"Organizational Member":** Each organizational member must uphold and adhere to the objects and bylaws of the society. Each organizational member must pay an annual membership fee of the amount listed in Article 2(c), within a month of signing up to be a member.
- 5. **Withdrawal and Expulsion of Members:**
 - a) Any member may withdraw from membership in the Society by notice in writing to the Secretary.
 - b) Any member whose conduct is considered detrimental to the Society or who is more than ninety days in default in paying annual dues may be expelled by a resolution passed by a majority of the direction of the Society.
- 6. **Meetings:**
 - a) Annual general meetings of the Society will be called and held between 31 and



180 days after the date of the society's chosen fiscal year end;

- b) Notice of any general or special meeting must be given at least seven days prior to the date set for the meeting. Notice is to be given by way of email, which address the member must provide to the Secretary, by the posting of notices of such meetings at conspicuous points throughout the area of operations, and/or by publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at such meeting
- c) General meetings of the Society are held at the call of the President;
 - i) In the case where the President is an Adult Member, general meetings of the Society can only be held at the joint-call of the President and the Youth President.
- d) General meetings of the Society can be held through conference calls, Skype, online chat or other forms of digital communications.
 - i) Any motions passed must be passed through e-motion over e-mail to all board members after any general meeting that has taken place through digital communications.
- e) Any ten members may call a special meeting by presenting a signed request to the President, who must call a meeting within fifteen days after receipt of such request;
- f) Thirty (30)% of the paid up members constitutes a quorum at an Annual General Meeting;
- g) If the President, Vice-President, Youth President or Youth Vice-President is not present at a meeting, the meeting will elect a Chairman for the purposes of that meeting only;
- h) Each regular and adult member is entitled to one vote on any motion or resolution at all meetings.

7. Directors:

- a) Until the first annual general meeting, the subscribers to the Application and Bylaws are the directors of the Society;



- b) There must be between 3 and 12 directors elected from among the members of the Society at the first and each subsequent annual general meeting;
 - i) There must be a purposeful effort on behalf of the Society to have at least 50% of the directors be regular members.
 - ii) There must be a purposeful effort on behalf of the Society to have a majority of directors who identify as queer, trans or LGBTQ+.
- c) The directors may appoint chairpersons to head necessary committees, who are responsible to the directors and who will hold the designated offices until the next annual general meeting;
- d) There will be three director positions that are designated as positions for a representative of each school board that has schools based in Yellowknife.
 - i) **“YK1 Director”**: This position can only be held by a regular member who is enrolled at a school in the YK1 School District. In the case where a regular member cannot be found, an adult member who is employed at a school in the YK1 School District may be chosen as an interim director.
 - ii) **“YCS Director”**: This position can only be held by a regular member who is enrolled at a school in the YCS School District. In the case where a regular member cannot be found, an adult member who is employed at a school in the YCS School District may be chosen as an interim director.
 - iii) **“CSFTNO Director”**: This position can only be held by a regular member who is enrolled at a school in the CSFTNO School District. In the case where a regular member cannot be found, an adult member who is employed at a school in the CSFTNO School District may be chosen as an interim director.
- e) A majority of directors may appoint any regular or adult members of the Society to fill a vacancy in their numbers and any director so appointed holds office for the unexpired portion of the term of the director they replace;
- f) The directors are responsible for conducting the affairs of the Society in accordance with its objects, bylaws and the Societies Act;



- g) A majority of directors will constitute a quorum at any director's meeting;
 - i) At least 50% of the directors present at a director's meeting must be regular members to constitute quorum.
- h) Any director may be expelled by a 2/3 majority vote of directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out their duties as a director as provided in these Bylaws;
- i) Directors of other officers will be paid travelling and living allowances to compensate them for expenses incurred by them in the conduct of their duties, and such other remuneration as is established by the members at the annual general meeting.
- j) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

8. Officers:

- a) The directors from their own number must, at their first meeting after incorporation and at their first meeting after the annual general meeting in each succeeding year, elect a President, Vice-President, Secretary, Treasurer and such other officers as are deemed necessary;
 - i) If the elected President is an adult member, an election must take place for the position of a Youth President. Any member nominated in this election must be a regular member.
 - ii) If the elected Vice-President is an adult member, an election must take place for the position of a Youth Vice-President. Any member nominated in this election must be a regular member.
- b) Such officers hold office until the conclusion of each annual general meeting at which time a meeting of the newly elected directors will be convened to elect their successors;
- c) The President presides at all meetings of the members and of the directors. The President is responsible for the general management and supervision of the



affairs and operations of the Society;

- i) In the case that the President is an adult member, the Youth President and President must co-preside at all meetings of the members and of the directors. The Youth President and President will also be responsible for the general co-management and co-supervision of the affairs and operations of the Society.
 - d) The Secretary is responsible for providing notices of all meetings of members and all meetings of directors, and is responsible for keeping minutes of all such meetings;
 - e) The Treasurer is responsible for keeping full and accurate accounts of all receipts and disbursements of the Society;
 - f) The Vice-President is responsible for exercising the duties and powers of the President; Secretary and Treasurer in their respective absences;
 - i) In the case that the Vice-President is an adult member, the Youth Vice-President will share the responsibility for exercising the duties and powers of the President, Youth President, Secretary and Treasurer in their respective absences.
 - g) The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.
9. **Borrowing Powers:** The directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of the Society in such manner as they see fit, including the issue of debentures, except that in no case may debentures be issued except pursuant to an extraordinary resolution.
10. **Disposal of Funds:**
- a) All monies received by or on behalf of the Society must be deposited in the Society's bank account in trust for the Society, which account must be with one of the chartered banks of Canada;
 - b) All disbursements from the trust bank account must be made by cheques signed by the President or Youth President, Vice-President or Youth Vice-President, or the Treasurer, and any staff member of the Society or in any of their absences,



by some other director appointed by resolution of the directors.

- i) Any Youth President or Youth Vice-President who is not at least 18 years of age cannot sign a cheque.
- c) Any expenses related to the Society incurred by an officer up to \$50 will be reimbursed in the form of cheque.
- d) Any expenses related to the Society incurred by an officer over \$50 will be reimbursed in the form of cheque only if there has prior approval for the expense provided at a general meeting.

11. Auditor:

- a) At the annual general meeting an auditor may be elected for the ensuing year;
- b) At each annual general meeting an annual financial statement containing:
 - i) The assets and liabilities of the Society in the form of a balance sheet, and
 - ii) Receipts and disbursements of the Society since the date of incorporation or the date of the previous financial statement

And signed by the auditor, or by two directors if there is no auditor, must be presented for the inspection of the members.

12. Seal and Signing Authority:

- a) If using a seal, the seal of the Society must include the name of the society in a circle around the word "SEAL"
- b) The seal must be kept in the custody of the Secretary and may not be affixed to any instrument or document except by authority of a resolution of the directors, and in the presence of the Secretary and at least one other director;
- c) The Secretary and at least one other director have the authority to sign instruments or documents on behalf of the Society.

13. Minutes of Meetings, Books and Records: All books and records of the Society must be open to the inspection of the members at each annual general meeting.



RAINBOW COALITION OF YELLOWKNIFE

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14. **Fiscal Year:** The fiscal year of the Society ends on the 31st of August of each year.
15. **Distribution of Assets:** The Society may not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses.
 - a) Upon dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).
16. **Arbitration:** Any dispute arising in the circumstances set out in section 7 of the Societies Act must be decided by arbitration under the Arbitration Act.