

# Constitution & Bylaws



The Regina Multicultural Council shall be a member-based, non-profit corporation with its registered office in Regina, Saskatchewan.

## **Culture Defined**

Culture is the characteristics and knowledge of a particular group of people, defined by everything from language, religion, cuisine, social habits, ethnicity, sexual orientation, heritage, music and arts.

It defines who we are as a people; keeping alive our past, reflecting our values, articulating our dreams, and fostering pride in who we are. It proclaims our existence and identity to the world.

## **Cultural Activity Defined**

Cultural activity mirrors a culture; it is how a culture perceives and expresses itself, and is perceived, as expressed, by others. It can be defined as the symbolic forms and the everyday practices through which people express and experience meaning.

## **Culture in Regina Defined**

Regina has many forms of cultural expression. Overall, there is a level of shared experience that defines a culture, rooted in our shared sense of place. It includes our languages, our heritage, our stories, our traditions, our rituals, our spirituality, our inventions, our products and our expression. The people of Regina experience and reflect their culture daily, through a variety of cultural activities, such as creation, preservation, research, presentation, appreciation, participation, education, professional development and training.

Cultural activity manifests itself in the actions of one individual; or of individuals who associate with each other to further the course of one or more aspects of culture, their personal development, or to promote understanding between cultures.

## **Regina Multicultural Council Defined**

The Regina Multicultural Council is comprised of community-based organizations and individuals who have joined together voluntarily to further the course of culture. The membership fosters cultural experience that strives to be the best that it can be.

## **Arts Defined**

Art is the expression of inspiration and imagination, from individual to collective, from grassroots to professional, and institutional. Art reflects our culture, embraces our past, provides a window to our future to examine ourselves and our experiences, and transmits humanity's knowledge of the world.

**Heritage Defined**

Heritage is what we have received from the past. It shapes our present identity and provides insight for our future.

**Multiculturalism Defined**

Multiculturalism represents the openness to experiencing and celebrating cultural differences. It is inclusive of all peoples and respectful of the rights of individuals and groups to maintain and practice their cultural heritage, distinctiveness, growth and evolution.

Multiculturalism recognizes the richness and strength of ethno-cultural diversity. It builds community by encouraging people to share, learn, appreciate, respect and accept.

The Regina Multicultural Council will support the fundamental principles of multiculturalism: cultural identity, inter-culturalism and social justice that are found in federal and provincial multicultural legislation.

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## **I. DEFINITIONS**

In these Bylaws and all other Bylaws of the Regina Multicultural Council, unless the context otherwise requires or specifies:

“Articles” means the Articles of Incorporation of the Regina Multicultural Council dated February 5th, 1973, as from time to time amended, supplemented, or restated.

“Board” means the Board of Directors of the Corporation;

“Bylaws” means this bylaw and all other bylaws of the Corporation in force and effect;

“Committee” means any committee established by the Board.

“Delegate” means any authorized representative selected by a voting member to represent them at any membership meeting, and is at least 18 years of age.

“Financial Matters” refers to approval of the Annual Budget, approval of Audited Financial Statements and appointment of the Auditor for the following fiscal year.

“Individual Member” means any individual whose culture is not represented by an organization that is currently a member of the Regina Multicultural Council.

“Member of the Board” means any officer elected to the Executive Committee, any elected director or any appointed Director of the Board for the time being.

“Member in Good Standing” means an organisation regarded as having complied with all their fees and their explicit obligations having unabated powers to conduct their activities.

“Non-Voting Member” means any group, organization or individual who has an indirect relation with the multicultural community and whose aims and objectives are indirectly related to the aims and objectives of the Regina Multicultural Council.

“Observer” means a member attending a meeting of the Board or committee of which they are not elected or appointed to.

“RMC” means the incorporation incorporated under the Non-profit Corporations Act, 1995 and named the Regina Multicultural Council.

“Voting Member” means any group or organization who has a direct relationship with the multicultural community and whose aims and objectives are directly related to the aims and objectives of the Regina Multicultural Council.

## **II. NAME OF THE ORGANIZATION**

The name of the organization shall be the Regina Multicultural Council, referred to as RMC.

### **III. AIMS AND OBJECTIVES**

#### **Vision Statement**

Regina Multicultural Council will be the champion and recognized leader in the Growth, Development, Support and Education, in the promotion and celebration of cultural diversity.

#### **Mission Statement**

To educate the public about different cultures and foster positive relations between communities through increasing public knowledge and appreciation of different cultural group`s art, culture, language and traditions.

#### **Organizational Values**

Respect: RMC will be sensitive to the diversity of cultures and traditions as it builds relationships through fair recognition, acceptance, and open mindedness towards others.

Innovation: RMC aims to find new ideas and progressive approaches in establishing and building relationships with our stakeholders to foster growth.

Commitment: RMC will maintain honour and respect towards the cultures and traditions of our diverse community.

Professionalism: RMC will conduct itself with integrity and foster trust through responsible leadership.

Teamwork: RMC will collaborate and work together to achieve common goals through flexibility, sensitivity and tolerance.

#### **Core Organizational Competencies**

In efforts of meeting the organization`s vision and mandate there is a need for active involvement from the Board of Directors and Membership. The Board of Directors must possess the skills necessary to confidently and successfully execute the programming and initiatives of the organization. The Executive Director must possess general organizing skills, planning, scheduling, time management, interpersonal, communication, coordination of resources and writing skills. The Board of Directors requires skills and expertise with a demonstrated knowledge in the desired area to which they wish to be a part of the organization. The Board of Directors skills are essential to the organization for successful development.

## **IV. MEMBERSHIP**

The RMC is comprised of community based organizations and individuals who have joined together voluntarily to further the course of multiculturalism in the city of Regina.

Membership shall be open to all partnerships, corporations, cooperatives, unions, professional associations, organizations and individuals that support the principles and values of the RMC.

The membership shall consist of voting members, non-voting members and honorary life-time members.

If a member is not a member in good standing the consequences are loss of voting privileges at the AGM or any voting business of the RMC where a member vote is required.

### **1. Voting Membership**

Voting membership is open to:

#### 1.1 Organizations:

- 1.1.1 that offer delivery of multicultural programs;
- 1.1.2 that meet the performance criteria of RMC's Cultural Policy as amended from time to time;  
and
- 1.1.3 shall be one of the following:
  - 1.1.3.1 non-profit corporations or co-operatives that have primarily cultural objectives;
  - 1.1.3.2 unions and professional associations that have primarily cultural objectives;
  - 1.1.3.3 boards, agencies or corporations, with primarily cultural objectives, that exist by specific legislation and are arms-length from government.

#### 1.2 Applicants for voting membership must endorse RMC's Principles and Values.

#### 1.3 Applicants for voting membership must provide the following documents along with their payment and application form:

- 1.3.1 Constitution or Act of Legislation or other documentation that explains the organization's mandate;
- 1.3.2 Membership list or constituency that organization serves;
- 1.3.3 List of programs/services and their location;
- 1.3.4 Proof of Registration of Organization; and
- 1.3.5 List of current Board of Directors.

#### 1.4 Applicants for voting membership must demonstrate that the organization:

- 1.4.1 has an established presence;
- 1.4.2 has a unique cultural mandate and contributes to the course of Regina's culture as a whole;
- 1.4.3 has programs reflective of that unique mandate;
- 1.4.4 Adds value to the cultural experience – that it is not a consumer, but rather a producer of culture;
- 1.4.5 has an effective communication network;
- 1.4.6 provides programs/services to people who experience barriers to participating in cultural activity; and
- 1.4.7 has a commitment to volunteer and/or community involvement.

#### 1.5. Only Voting Members who have paid the applicable annual membership fee for that year shall be entitled to vote at all meetings of the Members.

- 1.6. Voting Members shall designate two (2) delegates to the RMC. Designated delegates shall be members in good standing of the Voting Member Group.

## **2. Non-Voting Membership**

Non-voting membership is open to:

- 2.1 Organizations or corporations:
  - 2.1.1 that have primarily cultural objectives; and/or
  - 2.1.2 that contribute to the course of Regina's culture; and
  - 2.1.3 That have a commitment to the development and involvement of volunteers and/or communities.
- 2.2 Individuals that endorse the principles and values of the RMC.
- 2.3 Organizational and individual applicants for non-voting membership must endorse the RMC's Principles and Values.
- 2.4 Organizational applicants for non-voting membership must provide the following documents along with their payment and application form:
  - 2.4.1 Constitution, Act of Legislation or other documentation that explains the organization's mandate;
  - 2.4.2 Membership list or constituency that organization serves;
  - 2.4.3 List of programs/services and their locations; and
  - 2.4.4 Proof of Registration of Organization.
- 2.5 Organizational applicants for non-voting membership must demonstrate that the organization:
  - 2.5.1 Has primarily cultural objectives and/or contributes to the course of Regina's culture; and
  - 2.5.2 Has a commitment to volunteer and/or community involvement.

## **3. Honourary Lifetime Members**

The Board of Directors may confer Honourary Lifetime Membership upon individuals who have had a significant impact on the work of the RMC. Honourary Lifetime Members shall be non-voting and exempt from the payment of membership fees.

## **4. Approval of Membership**

Applications for membership shall be submitted to the Board. The Board shall determine the merits of membership and, if the applicant adheres to qualifications set out in the Membership Application, if accepted, shall be granted the appropriate membership status.

## **5. Membership Fees**

Membership fees shall be due on January 01<sup>st</sup> of each year.

- 5.1 Each Voting or Non-Voting Member shall pay the annual membership fee from January 01<sup>st</sup> to December 31<sup>st</sup> each year upon receipt of notice.

- 5.2 Any Member may withdraw at any time upon written notification to the Board but shall not be entitled to a refund of any portion of membership fees upon resignation
- 5.3 Membership fees in RMC are as follows:  
Voting membership: \$50  
Non-voting organizational membership: \$50  
Non-voting individual membership: \$15
- 5.4 Membership renewal fees received after January 01<sup>st</sup> are as follows:  
Voting membership: \$75  
Non-voting organizational membership: \$75  
Non-voting individual membership: \$25

## **6. Termination of Membership**

- 6.1 Any Member may withdraw from membership in the RMC by notice in writing to the RMC Office.
- 6.2 Any Member failing to pay the annual membership fee within thirty (30) days after such payment is due, shall forthwith be suspended from membership and shall be notified of the suspension. If within a further thirty (30) days of notice the member has failed to pay the outstanding membership fees, the membership shall be terminated.

## **7. Membership Discipline**

Any Member may, upon the vote and ratification of three-quarters (3/4) of the elected officers of the Board, be suspended from membership for actions undertaken contrary to the best interest of the RMC or to these Bylaws. The suspension shall be communicated in writing to that Member within seven (7) days of this decision.

## **8. Membership Appeal**

Any group or individual who is suspended from, or refused membership in the RMC, may appeal this decision in writing to the RMC Office within thirty (30) days of the notification date. An Appeal Committee shall then be struck consisting of three (3) persons from within the membership of RMC; one (1) nominated by the appellant, one (1) nominated by the Board, and one (1) chairperson agreeable to both parties. The decision of the Appeal Committee shall be final.

# **V. BOARD**

The RMC Board is an operational board.

## **1. The Board**

The Board shall consist of a maximum of seventeen (17) Directors and a minimum of twelve (12). The Board shall be comprised of up to thirteen (13) elected directors, two (2) appointed directors, an elected President, and a Past President.

In compliance with the Saskatchewan Non-Profit Corporations Act all Board members shall be residents of Saskatchewan, be at least 19 years of age, be of sound mind, and not be bankrupt.

1.1. The Board shall be composed of the following elected members:

1.1.1 The Executive:  
President;  
Vice President;  
Past-President;  
Secretary; and  
Treasurer

1.1.2 Ten (10) other Directors who shall be elected.

In an effort to achieve a qualified Board that is reflective of the entire cultural community and of a non-profit organization, the aim of the organization will be to have ten (10) elected directors in place as follows:

Director of Legal Matters  
Director of Community Events  
Director of Education  
Director of Immigration Services  
Director of Marketing  
Director of Property Management  
Director of Personnel and Member Relations  
Director of Arts, Heritage and Library Services  
Director of Sponsorship, Grants and Fundraising  
Director of Indigenous Affairs

Each board member must possess the necessary skills, expertise and demonstrated knowledge for their elected position.

1.1.3 Past President ex-officio position to the board for a two (2) year term.

1.2. Board Members may choose to appoint up to two (2) additional Directors from the membership at large in any one (1) year until the next AGM.

1.3. A Board member who has held a seat on the Board of Directors (whether elected or appointed) for eight (8) continuous years shall not be eligible to hold any seat until the expiration of one (1) year thereafter regardless of the position held during those eight (8) years.

1.3.1 The exception to 1.3, if a Board Member was elected to a two year term on his/her seventh (7th) consecutive year they can extend their Board position to the ninth (9th) consecutive year. The exception, if a Board Member has been elected to a two (2) year term, and that term extends past the eighth (8th) year, the Board Member can remain in his/her position until the end of their term.

1.3.2 Any member can be nominated to serve on the Board if they have had a one (1) year hiatus from any Board position after their consecutive years of serving.

- 1.4 In the event that not all the director positions are filled, the Board may choose to appoint directors from the membership at large to fill these positions in any one (1) year until the next AGM.

## **2. Nominations Committee**

The Nominations Committee shall consist of either the President or Past President and two (2) other Board members not seeking re-election.

- 2.1 The Nominations Committee shall seek qualified individuals for each of the positions to be filled based on general criteria developed by the Board from time to time.
- 2.2 The Nominations Committee shall nominate a slate of nominees for each position to be filled.
- 2.3 Notwithstanding anything contained herein, nominations will also be accepted from the floor at the Annual General Meeting.
- 2.4 The Membership may nominate and elect any member for any Board position, but the Nomination Committee will make the final decision based on the nominee's skills, expertise and demonstrated knowledge of the position.

## **3. Election of Board Members**

- 3.1 The Board Members of the RMC shall be elected at the Annual General Meeting of the RMC and shall hold Office until the adjournment of the meeting at which successors are duly elected or appointed in accordance with the Bylaws.
- 3.2 In even numbered years, the position of President shall be elected for a term of two (2) years.
  - 3.2.1 A person must have served at least two (2) consecutive years as a Director to be eligible for election as the President.
  - 3.2.2 A person is not eligible for re-election if they have already served two (2) consecutive terms as President.
  - 3.2.3 A past director must have served on the board within the last six (6) years to be eligible for election as the President.
- 3.3 In even numbered years, the position of Secretary, and five (5) Directors will be nominated for a two (2) year term.
- 3.4 In odd numbered years, the position of Vice President will be nominated for a two (2) year term, the position of Treasurer, and five (5) Directors will be nominated for a two (2) year term.
- 3.5 A nominated individual must be a member in good standing in one (1) of the Member Groups of the RMC in order to be eligible to serve as a Board member.

## **4. Vacancies**

If any vacancy, other than the position of President, should occur on the Board, the remaining Board may appoint an individual from the membership at large, provided that the member group is in good standing, to fill such vacancy until the next AGM.

- 3.1 At the AGM following the appointment, an election shall be held to fill the remainder of the normal term, notwithstanding 2.2 and 2.3

## **5. Removal from Office**

A Director who is absent, without satisfactory justification, from three (3) Board meetings per year during any given term may be removed from office.

A Director may be asked by the Board to resign from office for failure to perform his/her duties as stipulated in the Bylaws or the Director Contract. Where such a resignation is not offered by the elected Director, the membership shall be asked to remove the Director from office by a vote of a majority at the Annual General Meeting, or a Special General Meeting of the members. At that meeting, another Director shall be elected to serve the remainder of the term of office. For an appointed Director, the Board can rescind the appointment and may appoint another member to the board at anytime.

## **VI. AUTHORITIES, RESPONSIBILITIES, AND LIMITATIONS**

### **1. Executive Members**

- 1.1 The Executive shall consist of the positions listed in Section V, sub-section 1.1.1:

1.2 Duties

1.2.1 The President:

- 1.2.1.1 Shall preside at all meetings of the RMC.
- 1.2.1.2 Call all meetings of the board of directors and membership.
- 1.2.1.3 Serve as President at all board and general meetings.
- 1.2.1.4 Shall be an ex-officio member of all committees.
- 1.2.1.5 May participate as a chair or co-chair of certain committees.
- 1.2.1.6 Shall act as the official spokesperson of RMC.
- 1.2.1.7 Shall be a signing officer.
- 1.2.1.8 Shall call a meeting of the Board at least monthly.
- 1.2.1.9 Shall perform other duties as assigned by the Board.

1.2.2 The Vice President:

- 1.2.2.1 Shall perform the duties in the absence of the President.
- 1.2.2.2 Shall be a signing officer.
- 1.2.2.3 Shall assume the position of the President, should the position be vacated until the next AGM at which time an election shall be held to fill the remainder of the normal term.
- 1.2.2.4 Shall perform other duties as assigned by the Board.

1.2.3 The Secretary:

- 1.2.3.1 Ensure that a full and accurate record of all proceedings at all board and general meeting are kept.
- 1.2.3.2 Ensure that a record of all Board communications and correspondence is kept.

- 1.2.3.3 Fulfill such other duties as may be assigned by the Board of Directors.
- 1.2.3.4 In consultation with the President and the Executive Director, the Secretary has the power to assign any portion of his/her duties to the Executive Director.

#### 1.2.4 The Treasurer:

- 1.2.4.1 Ensure that accurate records for all financial transactions of the Council are kept.
- 1.2.4.2 Ensure that financial statements are prepared in a timely manner.
- 1.2.4.3 Shall be a signing officer.
- 1.2.4.4 Ensure that all cheques drawn by the Council shall be signed by two of the following: President, Vice President, Treasurer or Executive Director.
- 1.2.4.4 Shall prepare and amend RMC's budget in consultation with the Board.
- 1.2.4.5 Ensure that the annual return is prepared and filed under the Non-Profit Corporation Act within the prescribed deadline.
- 1.2.4.6 In consultation with the President and the Executive Director, the Treasurer has the authority to assign any portion of his/her duties to the Executive Director.
- 1.2.4.7 Shall perform other duties as assigned by the Board.

#### 1.2.5 The Past President:

- 1.2.5.1 Supporting the President in his/her position through mentoring, coaching and advising.
- 1.2.5.2 Providing a historical context required for board decision making.
- 1.2.5.3 Provide interpretation of Bylaws and parliamentary procedures during Board meetings.
- 1.2.5.4 Participating actively in Board meetings, and/or any special meetings called by Board.
- 1.2.5.5 Continue to advocate for the RMC wherever and whenever possible.
- 1.2.5.6 Shall perform other duties assigned by the Board.

## **2. Non-Executive Members**

### 2.1 The Directors

- 2.1.1 Shall be responsible to attend all Board and General meetings.
- 2.1.2 Shall perform all duties assigned by the Board.

## **3. Approval of Expenditures**

- 3.1 The Board must approve expenditures by a motion.
- 3.2 The Board must seek approval in principle from the Membership for expenditures exceeding \$100,000.

## **4. Duties of the Board**

- 4.1 The Board shall approve and administer the affairs of the RMC in keeping with the Aims and Objectives.

- 4.2 The Board may, from time to time, establish committees, as it deems necessary.
- 4.3 The Board may appoint agents and engage employees as it shall deem necessary
- 4.4 The Board shall determine the duties, responsibilities, authorities and remuneration for agents and employees.
- 4.5 Board Members shall place the best interests of the RMC above those of any member group including their own.
- 4.6 As the RMC is an operational Board, all Board members are required to do the work of the organization.

## **5. Obligations of the Board Members**

All Board members have the duty to attend each meeting of the Board to the best of their abilities.

All Board members have the duty to perform, to the best of their ability, the role outlined for their elected Board position.

All Board Members have the duty of submitting a written activity report to the Executive Director for distribution to the other members of the Board seven (7) calendar days prior to any Board meeting.

Each Board member is expected to become an active participant in a body that functions effectively as a whole. In addition, Board members must exercise due diligence, loyalty and care in the performance of their duties.

Individual board members have no authority to act independently of the Board except insofar as the bylaw or the Board, by resolution, specifically mandates them to. This means, among other things, that an individual board member cannot provide direction to the executive director or staff. The only legal authority to provide direction or require information is vested in the full Board.

### **5.1 Duty of Due Diligence**

- 5.1.1 Be informed of the articles of incorporation, the legislation under which the organization exists, and the organization's bylaws, mission, values, code of conduct, and policies as they pertain to the duties of a director.
- 5.1.2 Be generally informed about the activities of the organization, the community issues that affect the organization and general trends in the business in which the organization operates.
- 5.1.3 Attend board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the board.

## 5.2 Duty of Loyalty

- 5.2.1 Act with honesty and in good faith in what the director reasonably believes to be the best interests of the corporation.
- 5.2.2 Maintain solidarity with fellow directors in support of a decision that has been made in good faith, in a legally constituted meeting, by directors in reasonably full possession of the facts.
- 5.2.3 Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the organization's bylaws and policies and statutory requirements.

## 5.3 Duty of Care

- 5.3.1 Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances. This may require a reasonable understanding of relevant legislation and jurisprudence.
- 5.3.2 Offer personal perspectives and opinions on issues that are the subject of board discussion and decision.
- 5.3.3 Voice, clearly and explicitly, at the time a decision is being taken, any opposition to a decision being considered by the board.
- 5.3.4 Ask for a review of a decision, if the director has reasonable grounds to believe that the board acted without full information or in a manner inconsistent with its fiduciary obligations; if still not satisfied after such review, ask that the matter be placed before the membership or appointing body.
- 5.3.5 Work cooperatively with the staff of the organization on committees or task forces of the board.
- 5.3.6 Know and respect the distinction in the roles of board and staff consistent with the principles underlying approved governance policies.

## 5.4 Conflict of Interest and Confidentiality

In situations where a conflict is perceived to exist by others, the President, shall use his/her discretion in determining whether or not a conflict of interest exists, then if necessary, move to resolve it.

If a Board member perceives that a conflict of interest exists, or has the potential to develop, that Board member must inform the President, who shall decide if a conflict of interest situation actually exists, then if necessary, move to resolve it.

If the president perceives that a conflict of interest exists, or has the potential to develop, that president must inform the Executive Committee, who shall decide if a conflict of interest situation actually exists, then if necessary, move to resolve it.

Board members may declare a conflict of interest and remove themselves from a specific situation and abstain from discussion and voting. This abstention must be recorded in the minutes.

- 5.4.1 Every Board Member who is in any way directly or indirectly interested in a proposed contract of transaction, or any existing contract of transaction with RMC shall declare his or her interest and the nature and extent of such interest at the meeting of the Board and shall not take part in any deliberations concerning such contract of transaction and shall refrain from voting on the contract.
- 5.4.2 In the case of a proposed contract or transaction the Board Member shall declare his or her interest at the meeting of the Board during which the question of entering into the contract or transaction is first considered. If the Member of the Board is not present at such meeting, he or she will make a declaration at the first Board Meeting, which is held after he or she became interested in the contract.
- 5.4.3 A notice as given by a Board Member shall be considered a sufficient declaration of interest in any contract of transaction made or to be made but it shall not relieve the Member of the Board of any obligation under this Bylaw.
- 5.4.4 A Board Member who has declared an interest in a proposed contract or transaction and who has not voted thereon as provided in subsection (a) shall not be accountable to the Board or its creditors for any profit resulting from such contract. The contract will not be void by reason only if the Member of the Board holding that Office or of the fiduciary relationship established thereby.
- 5.4.5 An appropriation of monies for the purpose of a contract or transaction for work to be done or for materials to be supplied to the Board is a contract within the meaning of this section.
- 5.4.6 Board Members and their families shall not enter into any contracts or transactions with the Board except:
  - 5.4.6.1 on a competitive-bid bases or other similar basis in writing;
  - 5.4.6.2 Where the Board Member has declared any interest therein, and where he or she has absented himself from the meeting and where he or she has refrained from voting thereon.
- 5.5 Every Board Member or employee of RMC shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statement would adversely affect the interests of RMC.
- 5.6 No member of the Board shall be paid any remuneration for goods or services or compensation for expenses except upon a resolution approving the same by the Board. All such payments shall be reported to the Annual General Meeting.

## **6. Duties of Committees**

All committees are to be chaired by a Board Member.

- 6.1 The Board may appoint non-Board members to the Committee.
- 6.2 Each Committee shall perform duties as assigned by the Board and shall keep proper records of all its proceedings.
- 6.3 Committees shall not incur any liabilities to RMC without prior authorization in writing from the Board.

## **7. Statutory Liabilities of Board Members**

Board members are responsible for all statutory liabilities. Statutory liabilities include unpaid employee wages, unpaid employee source deductions, unpaid federal (GST), provincial (PST) and municipal (property) taxes.

## **8. Indemnities of Officers**

- 8.1 RMC hereby consents that each and every Board member shall be deemed to have assumed office on the express understanding and agreement and condition that every member of the Board of the RMC and their heirs, executors, administrators, respectively shall at all times be indemnified and saved harmless out of the funds of RMC from and against all costs, charges, and expenses whatsoever which such Board member sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office, and also from and against all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own wilful neglect or default.
- 8.2 No Board member of RMC shall be liable for the acts, deceits, neglects, or defaults of any other Board member or employee for any receipts or other acts for conformity or for any loss, damage or expense happening to RMC through the insufficiency or deficiency of any security in or upon which any of the monies of RMC shall be invested or for any loss or corporation with whom or which any of the monies securities or effects of RMC shall be deposited, or for any other loss occasioned by any error or judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same shall happen through their own neglect or default.

## **VII. MEETINGS**

### **1. Conduct of Meeting**

- 1.1 Delegates shall have a voice at all General Membership Meetings.
- 1.2 Subject to specific provisions contained herein, all meetings of the RMC shall be in accordance with Robert's Rules of Order.

## **2. Attendance of Voice at Meetings**

- 2.1 Subject to 2.4 and 2.7, the membership retains the right to attend any meetings of the RMC Board as an observer.
- 2.2 A member may make a presentation at any such meeting. To make a presentation, at least seven (7) calendar days prior to the meeting the member shall, in writing, notify the chairperson of the meeting:
  - 2.2.1 of the intent to make a presentation,
  - 2.2.2 of the specific subject of the presentation, and
  - 2.2.3 of the length of time required for the presentation
- 2.3 The Board may invite guests to make presentation to any meeting of the RMC.
- 2.4 Subject to 2.6, no observer shall have a voice in matters of debate at any meeting other than General Membership Meetings.
- 2.5 Subject to 2.6, no guest shall have a voice in matters of debate at any meeting.
- 2.6 An observer or guest may be granted a voice with or without limitation, by majority vote of the voting members present at the meeting.
- 2.7 The Board reserves the right to discuss certain confidential or sensitive items “in camera”.

## **3. Voting Rights**

- 3.1 Only delegates of voting member groups shall have a vote at General Membership Meetings.
  - 3.1.1 Delegates of voting member groups shall have voting rights on all matters at any General Membership Meeting.
- 3.2 Each delegate shall have one vote on any matter.
- 3.3 The decision of the delegates shall be regarded as the decision of the membership.
- 3.4 Board Members shall have no vote at General Membership Meetings of the RMC.
- 3.5 Subject to 3.6 and the provisions of Robert’s Rules of Order, voting shall be by a show of hands.
- 3.6 Voting for elections shall be by secret ballot.

## **4. Minutes**

The minutes of all RMC Board and General Meetings shall be made available to Voting and Non-Voting Members upon a written request being received by the Office of the RMC.

## 5. General Membership Meetings

- 5.1 A quorum at a General Membership Meeting of RMC shall consist of at least one (1) delegate from not less than one-fifth (20%) of the members.
- 5.2 Each Voting Members shall be entitled to designate up to two (2) delegates to a General Membership Meeting.
  - 5.2.1 Delegates shall be members in good standing of the Member Group they are designated to represent.
- 5.3 Annual General Membership Meeting
  - 5.3.1 RMC shall hold and Annual General Meeting for the purpose of:
    - 5.3.1.1 Receiving reports from the Board,
    - 5.3.1.2 Considering additions and/or changes to the Bylaws,
    - 5.3.1.3 Considering the financial statements and budget of the RMC,
    - 5.3.1.4 The nomination and election of officers and Board members, and
    - 5.3.1.5 The appointment of an auditor
  - 5.3.2 The AGM shall be held at the call of the board and held no later than December 31<sup>st</sup> of any one (1) year.
  - 5.3.3 If quorum is not met at the AGM , a second meeting will be called 14 calendar days after the AGM with no requirement for quorum.
  - 5.3.4 The time and place of the AGM shall be determined by the Board. The RMC Office shall send notice by mail, via Canada Post and/or Electronic Mail to all Members and Board Members, at the address given to RMC in the member application or most recent address change provided by the Member, at least forty-five (45) clear calendar days prior to the date of the meeting. The notice shall include:
    - 5.3.4.1 The date, time and place of the meeting
    - 5.3.4.2 The agenda for the meeting and copy of the draft minutes from the previous year AGM.
    - 5.3.4.3 Notice of any proposed changes to the Bylaws and any other document as the Board may determine, including but not limited to application for membership renewal, invoice of fees to be rendered for membership, nomination forms for positions on the Board of Directors and/or Executive that are open for election.
- 5.4 Special General Membership Meeting
  - 5.4.1 A special General Membership Meeting may be called by the Board between AGMs.

5.4.2 The Board shall call a Special General Membership Meeting within thirty (30) clear calendar days of receiving a written request signed by no less than one-third (1/3) of the Members.

5.4.2.1 The request shall include the purpose of the meeting and specific agenda items to be considered at the meeting.

5.4.2.2 The Board shall include the requested agenda items in the meeting agenda

5.4.3 The time and place of the meeting shall be determined by the Board. The RMC Office shall send notice by mail via Canada Post and/or Electronic Mail to all Members and Board Members, at the address given to RMC in the member application or most recent address change provided by the member, at least fourteen (14) clear calendar days prior to the date of the meeting. The notice shall include:

5.4.3.1 The date, time and place of the meeting,

5.4.3.2 The agenda for the meeting

5.4.3.3 Notice of any proposed changes to the bylaws and

5.4.3.4 Any other documents as the Board may determine.

5.4.4 A Special General Membership Meeting may:

5.4.4.1 Receive reports from the Board

5.4.4.2 Consider additions and/or changes to the Bylaws

5.4.4.3 Consider the financial statements and budgets of RMC,

5.4.4.4 Elect Board Members to fill vacancies,

5.4.4.5 Hear appeals pursuant to section III

5.4.4.6 Hear or consider any other matters of concern or interest to the Members.

## **6. Board Meetings**

6.1 Regular Meetings of the Board shall be held at the call of the President. The President, or his/her designate, shall give notice to Board Members, at least thirty (30) clear calendar days prior to the meeting.

6.2 Extraordinary Meetings may be called at the discretion of the President, provided at least twenty four (24) hours' notice of the meeting is given to the Board Members.

6.3 A majority of members currently serving on the Board shall constitute a quorum at any Board Meeting.

6.4 Extraordinary meetings of the Board and voting may be held using electronic media such as telephone or email. Quorum shall be determined by the number of Board Members participating or responding.

## **7. Executive Meetings**

- 7.1 Meetings of the Executive shall be held at the call of the President. Executive meeting will consist of the President, Vice President, Past President, Secretary, Treasurer and the Executive Director. The Executive Director is not an Executive Member.
- 7.2 A majority of the Executive shall constitute quorum.
- 7.3 Executive meetings may be held using electronic media such as telephone or e-mail. Quorum shall be determined by the number of Executive Members participating or responding.

## **VIII. FINANCIAL**

### **1. Fiscal Year End**

The fiscal year end shall be August 31.

### **2. Audit**

The books of RMC shall be audited by the auditor appointed at the most recently held Annual General Meeting and the Auditor's Report on RMC's financial affairs shall be presented at each Annual General Meeting.

### **3. Financial Authority**

- 3.1 The Board will assign certain financial authorities and limitation to staff members and Board Members.
- 3.2 The Executive Members will be signing officers of RMC.
- 3.3 All cheques will require the signature of two (2) signing officers.

### **4. Payments to Members**

Payments will only be made to member organizations. Payments will not be made to any member's affiliated organizations or associations without those organizations or associations being a member of the RMC.

## **IX. BYLAW AMENDMENTS**

The Bylaws of the RMC shall not be rescinded, altered or added to unless such proposed amendments have first been presented in writing to the Board for circulation to all Members no less than forty five (45) clear calendar days immediately prior to the next Membership Meeting. Amendments must be passed by two-thirds (2/3) of the delegates present and eligible to vote on Bylaw changes at a Membership Meeting.

In these Bylaws and in all other Bylaws of the RMC hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and

corporations.

1. Friendly Amendments to the current Bylaws will be permitted from the floor at any Membership Meeting. Amendments must be passed by two-thirds (2/3) of the delegates present and eligible to vote on Bylaw changes at a Membership Meeting.

## **X. INCORPORATION AND REVISION DATES**

1. Regina Multicultural Council was first incorporated under the Non-Profit Corporations Act on February 5th, 1973.
2. There have been several revisions to the Bylaws since that time; Revision Dates: September 30<sup>th</sup>, 1998, October 26<sup>th</sup>, 2006, October 23<sup>rd</sup>, 2007, October 21<sup>st</sup>, 2008, October 20<sup>th</sup>, 2009, October 22<sup>nd</sup>, 2013, and October 18<sup>th</sup>, 2016

## **XI. DISSOLUTION**

In the event of the dissolution of RMC, its property and assets shall, after payment of all liabilities, be donated to a registered Canadian Charity or other qualifying recipient in accordance with provincial and federal legislation.