

Approved at December 6, 2021, AGM

Constitution & Bylaws



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I. DEFINITIONS

- 1) **“Articles”** refers to the Articles of Incorporation of the RMC dated February 5th, 1973, as from time to time amended, supplemented, or restated.
- 2) **“Board”** refers to the Board of Directors of the RMC.
- 3) **“Bylaws”** refers to rules made by RMC to direct the actions of its Directors and Members.
- 4) **“Committee”** refers to any committee established by the Board.
- 5) **“Cultural Programs”** refers to the process of learning opportunities of the characteristics and knowledge of a particular group of people including but not limited to: language, religion, cuisine, social habits, ethnicity, Heritage, music and arts.
- 6) **“Delegate”** refers to any authorized representative who is at least 18 years of age and who is selected by a voting Member in Good Standing with RMC to represent them at any General or Special Meeting of its Membership.
- 7) **“Directors”** refers to any elected or appointed officer (Director) of the Board, and as further defined by these Bylaws.
- 8) **“Family”** is defined as spouse or common-law partner, father, mother, spouse or common-law partner of father and mother, also foster father or foster mother, children, grandchildren, brothers and sisters, grandfather and grandmother, paternal/maternal aunts and uncles, including step-relatives.
- 9) **“Heritage”** for the purpose of these bylaws, refers to cultural heritage which includes tangible culture (such as buildings, monuments, landscapes, books, works of art, and artifacts), intangible culture (such as folklore, traditions, language and knowledge), and natural heritage (including culturally significant landscapes and biodiversity).
- 10) **“Individual”** refers to any individual whose culture is not represented by an organizational Member of the RMC.
- 11) **“Member”** refers to organizations in Good Standing with RMC and as further defined by these Bylaws.
- 12) **“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 ethnocultural diversity. It builds community by encouraging people to share, learn, appreciate, respect, and accept.
- 13) **“Non-Voting/Associate 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.
- 14) **“Observer”** refers to a representative Member attending a meeting of the Board to which they are not elected or appointed.

15) **“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.

16) **“Working Board”** refers to a Board whose Directors actively do the organization’s work by participating as volunteers to complete program work, fundraising work, and administrative work.

II. NAME OF THE ORGANIZATION

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

The RMC is the organization incorporated under the Non-profit Corporations Act, 1995 and named the Regina Multicultural Council.

III. AIMS AND OBJECTIVES

The RMC shall be a non-profit corporation with its registered office in Regina, Saskatchewan.

The RMC is comprised of community-based organizations and individuals who have joined together voluntarily to continue advancing the role of culture in our lives. The membership fosters cultural experience that strives to be the best that it can be.

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

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.

Vision Statement

The RMC 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 groups’ art, culture, language, and traditions.

Organizational Values

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

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

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

Teamwork: The 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 the RMC Membership. The Board of Directors must possess the skills necessary to confidently and successfully execute the programs and initiatives of the organization.

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/Associate Members, and Honorary Lifetime Members.

If a Member is not an organizational Member in Good Standing with the RMC, the consequences are loss of voting privileges at the AGM or loss of any voting privileges at meetings of the RMC where a Member vote may be exercised.

1. Voting Membership

Voting Membership is open to:

1.1 Organizations:

- a. that offer delivery of Cultural Programs;
- b. that meet the performance criteria of RMC's policy as amended from time to time; and,
- c. shall be one of the following:
 - i. non-profit corporations or co-operatives that have primarily cultural objectives;
 - ii. unions and professional associations that have primarily cultural objectives; or
 - iii. 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 Vision, Mission and Organizational Values.

1.3 New and renewing applicants for Voting membership must provide the following documents along with their payment and application form:

- a. Constitution or Act of Legislation or other documentation that explains the organization's mandate;
- b. Membership list or constituency that the organization serves;
- c. List of programs/services and their location;
- d. Organization Profile registered with ISC; and
- e. List of current elected Board of Directors.

- 1.4 New and renewing applicants for Voting Members must demonstrate that the organization:
 - a. has an established presence in the community;
 - b. has a unique cultural mandate and contributes to the course of Regina's culture as a whole;
 - c. has programs reflective of that unique mandate;
 - d. adds value to the cultural experience – i.e., that it is not a consumer, but rather a producer of culture;
 - e. has an effective communication network;
 - f. provides programs/services to people who experience barriers to participating in cultural activity; and
 - g. has a commitment to volunteer and/or community involvement.
- 1.5 Only Voting Membership applicants who have provided their completed application form and paid the applicable annual membership fee no later than 60 days prior to the Annual General Meeting 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 organization.

2. Non-Voting/Associate Membership

Non-Voting/Associate Membership is open to:

- 2.1 Organizations or corporations that:
 - a. have primarily cultural objectives; and/or
 - b. contribute to the course of Regina's culture; and
 - c. have a commitment to the development and involvement of volunteers and/or communities.
- 2.2 Organizational and individual applicants for Non-Voting/Associate Membership must endorse the RMC's Principles and Values.
- 2.3 Organizational applicants for Non-Voting/Associate Membership must provide the following documents along with their payment and fully completed application form:
 - a. Constitution, Act of Legislation, or other documentation that explains the organization's mandate;
 - b. Membership list or constituency that the organization serves;
 - c. List of programs/services and their locations; and
 - d. Proof of Registration of Organization through ISC – Information Service Corporation (ISC).
- 2.4 Organizational applicants for Non-Voting/Associate Membership must demonstrate that the organization:
 - a. Has primarily cultural objectives and/or contributes to the course of Regina's culture and,
 - b. Has a commitment to volunteer and/or community involvement.

3. Honorary Lifetime Members

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

4. Approval of Membership

Fully completed applications for new membership shall be submitted to the Board. The Board, within 60 days 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 1 of each year.

- 5.1 Each Voting or Non-Voting/Associate Member shall pay the annual membership fee from January 1 to December 31 each year upon receipt of notice.
- 5.2 Membership fees in the RMC are as follows:
Voting membership: \$75.00
Non-voting/associate membership: \$50.00
Non-voting individual membership: \$15.00
- 5.3 Membership renewal fees received after January 1 are as follows:
Voting membership: \$100.00
Non-voting/associate membership: \$75.00
Non-voting individual membership: \$25.00

6. Termination of Membership

- 6.1 Any Member may withdraw from membership in the RMC by notice in writing addressed to the RMC Office but shall not be entitled to a refund of any portion of their membership fees.
- 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 in writing. If within a further thirty (30) days of notice the Member has failed to pay the outstanding membership fees, the Membership shall be terminated until their obligations have been fulfilled.

7. Membership Discipline

Any Member may, upon the vote and ratification of three-quarters (3/4) of the elected Directors 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 the 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. THE BOARD

1. Board of Directors

1.1 The RMC Board of Directors is a Working Board.

2. Eligibility

2.1 All Directors of the Board *shall* be:

- a) Residing in Saskatchewan
- b) At least 18 years of age
- c) Of sound mind
- d) Deemed a member in good standing by an organizational Member in Good Standing with RMC

2.2 All Directors of the Board *shall not* be:

- a) Bankrupt
- b) Related by family to other Directors; and/or,
- c) Related by family serving on the same Board Committee; and/or,
- d) Related by family as employees

3. Composition of the Board

3.1 The Board shall consist of a minimum of twelve (12) Directors and up to a maximum of seventeen (17) Directors as follows:

- a) Four (4) elected Directors that compose the Executive Committee: President, Vice President, Secretary, and Treasurer;
- b) Ten (10) elected Directors;
- c) Up to two (2) Directors appointed by the Board from the Membership at large in any one (1) year until the next AGM; and the,
- d) Non-voting, ex-officio Past President.

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

- a) The exception to the aforementioned is if a Director was elected to a two (2) year term on their seventh (7th) consecutive year, they can extend their Director position to the ninth (9) consecutive year.
- b) Any Director 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.

3.3 In the event that some of the Director positions are not filled by election as intended and outlined above, the Board may choose to appoint Directors from the organizational Membership at large to fill any and all vacancies as needed until the next AGM.

4. Board Committees

4.1 Notwithstanding the election of the Executive Committee by the RMC Membership, the RMC Board of Board of Directors may establish or oversee a variety of committees to help the Board fulfill its organizational responsibilities.

4.2 Committee responsibilities are delegated by the Board of Directors, and therefore, committees operate under and within the Board's mandate for the Committee, as outlined in the Terms of Reference for the Committee.

The Terms of Reference for the Committee include:

- a) Name
- b) Purpose/Role
- c) Chair
- d) Members
- e) Term
- f) Quorum
- g) Decision-Making (Authority)
- h) Minutes/Meeting Records
- i) Guests
- j) Accountability

4.3 The following are examples of Committees that operate under the authority of the RMC Board of Directors, and are not limited to:

- a) Executive Committee
- b) Board Orientation & Training Committee
- c) Bylaws & Policy Development Committee
- d) Facilities Committee
- e) Finance Committee
- f) Membership Committee
- g) Nominations Committee
- h) Project Committees (ex., Mosaic, Embracing Differences, Scholarship, etcetera)
- i) Truth & Reconciliation Committee

4.4 As a Working Board, all Directors are expected to provide leadership, service, and mentorship on Board committees and to generally provide time and talent as needed. The RMC Board of Directors values a diverse Board with varied talents and skillsets to help fulfil its obligations.

4.5 All RMC Committees of the Board are to be chaired or co-chaired by a Director of the Board.

4.6 The RMC Board of Directors shall appoint the Mosaic Committee Chair(s) as Director(s) by August 31, annually, for a one year term until the AGM in the following year.

5. Nominations Committee

5.1 The Nominations Committee shall:

- a) consist of either the President or Past President and two (2) other Directors not seeking re-election
- b) seek qualified individuals for each of the positions to be filled based on general criteria developed by the Board from time to time.

5.2 Notwithstanding anything contained herein, nominations of eligible candidates will also be accepted from the floor at the Annual General Meeting.

5.3 The Membership may nominate and elect any eligible candidate for the position of Director, but the Nomination Committee will make the final decision based on the nominee's skills, expertise and demonstrated knowledge of the position.

6. Election of Directors

6.1 Directors of the RMC shall be elected at the Annual General Meeting and shall hold Office until the adjournment of the meeting at which successors are duly elected or appointed in accordance with the Bylaws.

6.2 In even-numbered years, the positions of President, Vice President, and five (5) Directors shall be elected for a two (2) year term.

- a) A candidate must have served at least two (2) consecutive years as a Director to be eligible for election as the President.
- b) A candidate is not eligible for re-election if they have already served two (2) consecutive terms as President.
- c) A past Director must have served on the Board within the last six (6) years to be eligible for election as the President.

6.3 In odd-numbered years, the positions of Treasurer, Secretary and five (5) Directors shall be elected for two (2) year terms.

6.4 A candidate for nomination must be a member in good standing within one (1) of the organizational Members in Good Standing with RMC in order to be eligible to serve as a Director on the RMC Board.

1.5 Director-elects are subject to submitting a satisfactory Criminal Record Check within 30 days of the election. The appointment is not officially fulfilled until this document is provided.

7. Vacancies

7.1 Excluding the position of President, should a vacancy occur on the Board, the remaining Directors of the Board may appoint an eligible candidate from the organizational membership at large, provided that the Member group is in good standing to fill such a vacancy until the next AGM.

8. Removal from Office

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

8.2 A Director may be asked by the Board to resign from office for failure to perform his/her duties as stipulated in the Bylaws. Where such a resignation is not offered by the elected Director, the membership may 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 any time.

VI. AUTHORITIES, RESPONSIBILITIES, AND LIMITATIONS

1. Executive Directors

1.1 The Executive Committee shall consist of the positions listed in Section V, sub-section 3.2 a:

1.2 Duties

1.2.1 The President shall:

- a) preside at all Board and General Meetings of the RMC.
- b) call all meetings of the Board of Directors and Membership.
- c) be an ex-officio member of all Committees.
- d) participate as a chair or co-chair of certain Committees.
- e) act as the official spokesperson of RMC.
- f) be a signing officer.
- g) call a meeting of the Board at least monthly.
- h) Provide a monthly report in advance of each Board meeting.
- i) perform other duties as assigned by the Board.

1.2.2 The Vice President shall:

- a) perform the duties in the absence of the President.
- b) be a signing officer.
- c) 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.
- d) perform other duties as assigned by the Board.

1.2.3 The Secretary shall:

- a) ensure that a full and accurate record is kept of all Board and General Meeting proceedings.
- b) ensure that a record of all Board communications and correspondence is kept.
- c) distribute meeting documents in advance of regular and special meetings called by the Board.
- d) perform such other duties as may be assigned by the Board of Directors.
- e) in consultation with the President, the Secretary may from time to time assign any portion of their duties to the Office Personnel.

1.2.4 The Treasurer shall:

- a) ensure that accurate records for all financial transactions of the RMC are kept.
- b) ensure that financial statements are prepared in a timely manner.
- c) be a signing officer.

- d) ensure that all cheques drawn by the RMC are signed by two of the following: President, Vice President, or Treasurer.
- e) prepare and amend the RMC's budget in consultation with the Board.
- f) provide a monthly report in advance of regular Board meeting.
- g) ensure that the annual return is prepared and filed under the Non-Profit Corporation Act within the prescribed deadline.
- h) in consultation with the President and the Secretary, the Treasurer has the authority to assign any portion of their duties to the Office Personnel.
- i) oversee the financial practices and record-keeping of all committees as applicable.
- j) perform other duties as assigned by the Board.

1.2.5 The Past President shall:

- a) support the President in their position through mentoring, coaching, and advising.
- b) provide a historical context required for Board decision-making.
- c) provide interpretation of Bylaws and parliamentary procedures during Board meetings.
- d) participate actively in Executive meetings, Board meetings, and/or any special meetings called by Board.
- e) continue to advocate for the RMC wherever and whenever possible.
- f) perform other duties as assigned by the Board.
- g) does not have voting privileges.

2. **Directors At Large**

2.1 The Directors At Large shall:

- a) be responsible to attend all Board and General Meetings.
- b) perform all duties assigned by the Board.
- c) actively serve on at least one Committee.

3. **Approval of Expenditures**

3.1 The Board must approve all RMC budgets by a motion.

3.2 The Board must seek approval 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 its Aims and Objectives.

4.2 The Board may appoint agents and engage employees as it shall deem necessary.

4.3 The Board shall determine the duties, responsibilities, authorities, and remuneration for agents and employees.

4.4 Each Board Director shall place the best interests of the RMC above those of any Member Organization, including their own.

4.5 As the RMC is a Working Board, all Board Directors are required to do the work of the organization.

5. Obligations of the Board of Directors

5.1 All Board Directors are to attend each meeting of the Board to the best of their abilities.

5.2 All Board Directors are to perform, to the best of their ability, the role that they agree to take on in their elected position and in addition, must exercise due diligence, loyalty and care in the performance of their duties.

5.3 Committee Chairs are to submit a written activity report to the Secretary for advance distribution to the Board as per the direction of the Executive prior to any Board meeting.

5.4 All Board Directors are to read submitted reports and come prepared to participate in meetings.

5.5 All Board Directors must maintain confidentiality of meeting discussions.

5.6 Individual Board Directors have no authority to act independently of the Board except insofar as the bylaw or the Board, by resolution, specifically mandates them. The only legal authority to provide direction or require information is vested in the full Board.

5.7 Duty of Due Diligence

5.7.1 Directors shall:

- a) Be informed of the Articles of incorporation, the legislation under which the RMC exists, and its' Bylaws, Mission, Values, code of conduct, and policies as they pertain to the Obligations of the Board of Directors.
- b) Be generally informed about the activities of the organization, the community matters that affect the RMC, and general trends in the business in which the organization operates.
- c) Attend Board meetings regularly, serve on Committees of the Board and contribute from personal, professional and life experiences to the work of the Board.

5.8 Duty of Loyalty

5.8.1 Directors shall:

- a) Act with honesty and in good faith in what the Director reasonably believes to be the best interests of the RMC.
- b) Maintain solidarity with Directors in support of a decision made in good faith, in a legally constituted meeting.
- c) Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the RMC's Constitution and Bylaws.

5.9 Duty of Care

5.9.1 Directors shall:

- a) 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.

- b) Offer personal perspectives and opinions on matters that are the subject of Board discussion and decision.
- c) Voice clearly and explicitly at the time a decision is to be made, any opposition to a decision being considered by the Board.
- d) 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.
- e) Work cooperatively with the staff of the organization on Committees of the Board.
- f) Know and respect the distinction in the roles of Board and staff consistent with the principles underlying approved governance policies.

5.10 Conflict of Interest and Confidentiality

5.10.1 In situations where a conflict of interest is perceived to exist by others, the President, shall use their discretion in determining whether or not a conflict of interest exists, then, if necessary, move to resolution.

5.10.2 If a Director perceives that a conflict of interest exists, or has the potential to develop, that Director must inform the President, who shall decide if a conflict-of-interest situation actually exists, then, if necessary, move to resolution.

5.10.3 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 resolution.

5.10.4 Board Directors 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.

- a) Every Director who is in any way directly or indirectly interested in a proposed contract of transaction, or any existing contract of transaction with the RMC shall declare their 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.
- b) In the case of a proposed contract or transaction the Director shall declare their interest at the meeting of the Board during which the question of entering into the contract or transaction is first considered. If the Director is not present at such meeting, they will make a declaration at the first Board Meeting, which is held after they became interested in the contract.
- c) A notice as given by a Director shall be considered a sufficient declaration of interest in any contract of transaction made or to be made but it shall not relieve the Director of any obligation under this Bylaw.
- d) A Board Director 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 Director holding that office or of the fiduciary relationship established thereby.
- e) 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.

f) Board Directors and their families shall not enter into any contracts or transactions with the Board except:

- i. on a competitive-bid bases or other similar basis in writing;
- ii. where the Board Director has declared any interest therein, and where they have absented themselves from the meeting and where they have refrained from voting thereon.

5.11 Every Director or employee of the RMC shall respect the confidentiality of matters brought before the Board, keeping in mind that a n unauthorized statement would adversely affect the interests of the RMC.

5.12 No Director 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. Statutory Liabilities of Board Directors

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

7. Indemnities of Officers

7.1 The RMC hereby consents that each and every Board Director shall be deemed to have assumed office on the express understanding and agreement and condition that every Director 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 Director 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.

7.2 No Board Director shall be liable for the acts, deceits, neglects, or defaults of any other Board Directors 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. RMC Meeting Protocols

- a) Meetings are to be called by the Chair or their designate.
- b) Regularly scheduled meetings communicated well in advance is valued.

- c) Special meetings on pressing timelines may be called from time to time and between regularly scheduled meetings.
- d) Meeting quorum is set as simple majority, unless otherwise required or noted in these bylaws.
- e) Meetings without quorum may still be held though are limited to discussion. Any discussion content of merit must be properly communicated with the absent meeting members for consideration of support.
- f) Meeting participants are expected to reply in advance with their attendance or regrets.
- g) Participants may participate as circumstances warrant and technical resources allow as agreeable by/with the meeting host: in person, by email, telephone, and/or videoconference. Medium etiquettes shall be followed as courtesy to all meeting participants.
- h) Records of the meeting are to be maintained, including who was present, topics discussed and decisions and/or recommendations made/accepted.
- i) Participants are to be provided an agenda of the meeting topic(s).
- j) Meetings are intended for member participants and are not public events.
- k) Meeting 'guests' may be invited to attend, participate as intended, and depart from the meeting upon conclusion of their business at the meeting. Meeting 'guests' may provide information and/or guidance limited to their business for consideration.
- l) Meeting 'observers' may be permitted if there is benefit to the RMC body hosting the meeting to include said 'observers'.
- m) Exclusive of Clause 2.3 & 2.5 below, meeting 'guests' and/or 'observers' may be granted a voice with or without limitation(s) and as appropriate by majority vote of those eligible to vote at the meeting.
- n) Meeting 'guests' and/or 'observers' may be assigned to a designated seating area and may be subject to other terms for their presence.
- o) Subject to specific provision contained herein, all meetings of the RMC shall be guided by Robert's Rules of Order.
- p) All RMC meeting participants are expected to always conduct themselves in an exemplary manner providing for a safe, productive environment to conduct RMC business. Participants acting or speaking in a manner that is hurtful, offensive, antagonistic, derogatory, embarrassing, disruptive, intimidating, harassing, or otherwise interferes with the business of the meeting is unacceptable and the Chair may ask the person(s) to leave the meeting if efforts to restore order and compliance are not met.

2. Board Meetings

2.1 Regular meetings shall be held monthly, or at the discretion of the Chair.

2.2 Special meetings may be called between Regular monthly meetings to address exceptional circumstances, with a minimum of 24 hours' notice given to the Board of Directors.

2.3 The Membership retains the right to attend any meeting(s) of the RMC Board of Directors as an 'observer'.

2.4 A Member may request to make a presentation at any such meeting at the discretion of the Board. To make a presentation, at least seven (7) calendar days prior to the meeting the Member shall, in writing, notify the meeting Chair of the:

- a) intent and purpose to make a presentation
- b) specific subject of the presentation, and,
- c) length of time required for the presentation.

2.5 No 'observer' shall have a voice in matters of debate at any Board meeting.

2.6 The Board may hold 'In Camera' meetings to discuss and determine items of sensitive nature.

Meeting 'guests' and/or 'observers' are not permitted to be present during 'In Camera' meetings.

2.7 The Minutes of all RMC Board and General Meetings of its Members shall be made available to Voting and Non-Voting Members upon written request received by the RMC Office. Official Minutes must be kept of Board Meetings.

3. Committee Meetings

3.1 Operate under the general and specific Terms of Reference provided by the RMC Board of Directors.

3.2 Committees report to the Board of Directors.

3.3 Committees must be chaired by a Director of the Board.

3.4 The Board may appoint non-Directors to the Committee.

3.5 The Board may appoint members to the Committee from the General Membership.

3.6 The Board may appoint members to the Committee from the community at large.

3.7 If applicable, Committee project budgets must be approved by the Board of Directors.

4. Annual General Meetings

4.1 The RMC Annual General Meeting shall be held by December 15th, annually.

4.2 Notice and meeting documents are to be provided electronically 45 days in advance of the AGM date and in hard copy format at the AGM.

4.3 Primary participants:

- a) RMC Board of Directors, and
- b) delegates of organizational Members in Good Standing with the RMC.

4.4 Primary business:

- a) acceptance of audited financial statements;
- b) elections of the Board Director positions;
- c) review and approval of the Constitution and Bylaws;
- d) approval of the Auditor for the following year, and,
- e) any other items as may affect Membership and/or as identified in these Bylaws.

4.5 Each organizational Member in Good Standing shall designate up to two (2) voting delegates for their organization.

4.6 To pass a Resolution at the AGM, two thirds (2/3) of a favored vote must occur.

4.7 All organizational Members in Good Standing with RMC are invited to participate through

reviewing AGM documents in advance and providing direction to their delegate(s).

5. Special General Meetings

5.1 Special General Meetings of RMC Membership may be called as needed between Annual General Meetings.

5.2 A Special General Meeting is intended for Membership to determine one or more Special Resolutions involving a vote.

5.3 Primary Participants:

- a) the RMC Board of Directors; and
- b) delegates of organizational Members in Good Standing with the RMC.

5.4 Primary Business may include:

- a) a topic or topics that are required by these bylaws to be presented to Membership;
- b) a topic or topics that the Board of Directors deems urgent requiring or benefitting from General Membership consideration prior to the next Annual General Meeting;
- c) a topic or topics as required by these Bylaws.

5.5 Each organizational Member in Good Standing with RMC shall designate up to two (2) voting delegates for their organization.

5.6 The notice period for a Special General Meeting is dependent on urgency and timelines of related matters.

5.7 If a timely reply has not been received, efforts will be made to reach each Member in Good Standing to confirm receipt of information and reply of participation.

6. Informational Meetings of Membership

6.1 An Informational Meeting of Membership is identified as a meeting of Members in Good Standing with the RMC that does not involve any business requiring a vote.

6.2 Primary Participants:

- a) Board of Directors
- b) Member Delegates

6.3 Primary Business:

The purpose of this type of meeting is to provide information to members, potentially receive feedback or answer questions. No official business involving a vote or decision-making from Membership occurs at an information meeting.

VIII. FINANCIAL

1. Fiscal Year End

1.1 The fiscal year end shall be August 31.

2. Audit

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

3. Financial Authority

3.1 The Board may assign certain financial authorities and limitations to staff members and Board Directors.

3.2 The President, Vice President, and Treasurer will be the signing officers of the RMC.

3.3 All cheques will require the signature of two (2) of the three (3) signing officers.

4 Payments to Members

4.1 Payments will only be made to current Member organizations. An exception may be made in special circumstances on a case-by-case basis at the discretion of the Board of Directors.

IX. BYLAW AMENDMENTS

1.1 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 General Meeting or a Special Membership Meeting.

X. INCORPORATION AND REVISION DATES

1.1 The RMC was first incorporated under The Societies Act on February 5th, 1973.

1.2 There have been several revisions to the Bylaws since that time:

September 30, 1998; October 26, 2006; October 23, 2007; October 21, 2008; October 20, 2009;
October 22, 2013; October 18, 2016; December 4, 2017; December 5, 2018; November 4, 2019;
and December 6, 2021.

XI. DISSOLUTION

1.1 In the event of the dissolution of the 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 Saskatchewan Non-Profit Corporations Act.