Dance Saskatchewan Incorporated
Bylaws

1. The name of this non-profit, charitable organization shall be Dance Saskatchewan Incorporated and may be referred to as DSI.

2. The head office of DSI shall be located in Saskatoon, Saskatchewan or any other such place within the province of Saskatchewan as deemed by the Board of Directors. A branch office (or offices) may be established in any other location in Saskatchewan as the Board of Directors may decide.

3. The postal address of the head office shall be at any location in the province of Saskatchewan as may be selected by a resolution of the Board of Directors.

4. The purpose of DSI is:

a) The establishment and operation of a provincial dance organization to support the advancement of dance in the province.

b) The establishment and operation of a provincial dance organization for the purposes of promoting, creating and sharing dance.

5. Board of Directors:

DSI is governed by the Non-Profit Corporations Act of Saskatchewan and is not organized for pecuniary gain.

5.1 Nominations to the Board

The election of Directors shall take place at each Annual Meeting of Members. A slate of candidates for nomination to the Board will be presented by the Nominations Committee to the Members for a vote at each Annual Meeting of the Members.

Candidates for the Board must either be in attendance at the meeting or must have indicated in writing their willingness to serve as a Director and must be nominated by a Member in attendance at the meeting.

5.2 Election and Term of Office

a) The Board shall consist of six (6) to ten (10) directors.

b) Directors shall be voting members of DSI at the time of the Annual Meeting of Members at which they are elected and must remain Members in good standing throughout their term of office.

c) Directors shall be elected for a term of three (3) years or until the third annual Meeting of Members after a Director's election, whichever shall first occur, except as the members may wish to stagger directors' terms to address the need to ensure board continuity.

d) No person shall be elected a Director for a continuous combination of terms exceeding six (6) years.

e) The immediate Past President may continue to hold a position on the Board as a Director for the year following the completion of their term as President.

f) Following an interval of at least one (1) year after serving on the Board, a person may be re-elected as Director for further terms in accordance with the above.

g) Subject to their right to be re-elected, elected Directors of Dance Saskatchewan Inc shall retire in rotation.

h) Notwithstanding the contrary provision in the Act, where there is a vacancy among the Directors because of death, resignation or any other cause, the Board of Directors may appoint a replacement for the vacancy with the approval of Directors until only the next annual Meeting of the Members.

i) A Director elected to fill a vacancy on the Board shall complete the term of office of the Director who has ceased to be a Director of the Board and thereafter may be elected for two (2) consecutive terms.

5.3 Board Meetings

a) The board shall hold no fewer than four (4) meetings annually.

b) Special Board Meetings may be called at any time at the direction of the Chair or at the request of a majority of the members of the Board.

c) Half of the Board members plus one shall constitute a quorum at a meeting of the Board of Directors.

d) Board meetings shall be held at the call of the Chair. Notice of Board meetings, including an agenda shall be given to all Board Members a minimum of five (5) days prior to a Board Meeting.

5.4 Voting At Board Meetings

At meetings of the Board of Directors a majority of the votes of the Board Members present shall decide the issue. The chair does not vote except to break a tie.

5.5 Every Director and officer of DSI shall comply with the Non-Profit Corporations Act, the bylaws of DSI as well as any unanimous member's agreement. In exercising power and discharging their duties, they shall:

a) Act honestly and in good faith with a view to the best interests of DSI.

b) Exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.6 Renumeration of Directors

Directors and Officers of DSI shall not receive any renumeration for their services but shall be reimbursed for reasonable expenses to attend all properly called meetings of DSI.

5.7 Duties of Directors and Officers

a) The directors shall manage the activities and affairs of the Corporation.

b) Every director and officer of the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

c) The Board of Directors may at any time hire an Executive Director and other staff as deemed necessary to assist with the day-to-day operations of the office of DSI.

6. Committees:

The Board of Directors and/or the members at a general meeting shall have the power to create such standing or special meetings as deemed necessary.

7. Membership and Voting:

There shall be ten (10) classes of membership in DSI.

a) Voting

i) Adult
ii) Family
iii) Group
iv) Supporter
v) Business
vi) Honorary Lifetime

b) Non-Voting
i) Child
ii) Youth
iii) Family
iv) Non-Resident

7.1 Voting Membership

i) Adult
a) Applicant must be a resident of Saskatchewan.

b) Applicant must be of legal voting age in Saskatchewan.

c) Adult voting members accepted by the Board of Directors shall be entitled to full voting privileges, have the right to stand for election to any office, and enjoy all other benefits provided the membership of DSI.

ii) Family
a) Individuals of one family who reside at the same permanent residence in Saskatchewan.

b) One of the individuals must be of voting age in Saskatchewan and must be appointed by the family as voting representative at the general meeting to represent the family.

c) A family representative may stand for office, but to do so would be required to hold a valid adult membership.

d) The family representative may not also vote as an individual if declared as the family representative (one vote per person).

iii) Group
a) Dance Company, School of Dance, Associations of Dance Studios, Associations of Dance Teachers, Associations of Ethnic Dance Groups, Dance Festivals and Competition Organizing Groups, etc. whose primary dance activity is in Saskatchewan.

b) Group must appoint a representative who is of legal voting age in Saskatchewan to attend general meetings and vote in accordance with the group's wishes.

c) The group representative may not vote as an individual if declared representative of a group (one vote per person).

d) Group representatives may stand for office, but to do so would be required to hold a valid adult membership.

iv) Supporter
a) Individual applicant must be a resident of Saskatchewan and is not affiliated with a dance group or individual dance practice.

b) Applicant must be of legal voting age in Saskatchewan.

c) Adult supporter members accepted by the Board of Directors shall be entitled to full voting privileges, have the right to stand for election to any office and enjoy all other benefits provided the membership of DSI.

v) Business
a) Business is a for-profit entity that provides services in the province of Saskatchewan.

b) Business must appoint a representative who is of legal voting age in Saskatchewan to attend general meetings and vote in accordance with the wishes of the business.

c) The business representative may not vote as an individual if declared representative of a group (one vote per person).

d) A business representative who is a resident of Saskatchewan may stand for office, but to do so would be required to hold a valid adult membership.

vi) Honorary Lifetime
a) Membership is bestowed by DSI to an individual.

b) Honorary Lifetime member shall have full voting privileges.

c) Honorary Lifetime member shall be exempt from membership fee.

d) Honorary Lifetime membership shall be granted to those persons who have over many years been an active member of DSI, have participated in or volunteered at DSI activities, and have made a genuine and outstanding contribution to the work of DSI

Nomination Procedures for Honorary Lifetime Members

It shall be open to all members of DSI to nominate an individual member for Honorary Lifetime Membership. The nomination must be in writing and indicate why Honorary Lifetime membership is deserved. Nomination shall be provided to the Board of Directors for consideration and must be approved unanimously.

7.2 Non-Voting Membership

i) Child
a) Applicant must be a resident of Saskatchewan who is under the age of 12 years.

b) A child non-voting member shall not be entitled to any voting privileges, nor may they stand for election to any office of DSI.

c) A child non-voting member requires the consent of his/her legal guardian to authorize contact by DSI, and then shall enjoy all other benefits due voting members.

ii) Youth
a) Applicant must be a resident of Saskatchewan who is under the age of 18 years.

b) A Youth non-voting member shall not be entitled to any voting privileges, nor may they stand for election to any office of DSI.

c) A Youth non-voting member requires the consent of his/her legal guardian to authorize contact by DSI, and then shall enjoy all other benefits due voting members.

iii) Family
a) Individuals of one family who are residents of Saskatchewan who reside at the same permanent address.

b) All individuals from the same family are under the legal voting age in Saskatchewan.

c) Family non-voting member shall not be entitled to any voting privileges, nor may they stand for election to any office of DSI but shall enjoy all other benefits due voting members.

iv) Non-Resident
a) Individuals of any age residing outside of Saskatchewan for a period of one year or more.

b) Dance Company, School of Dance, Associations of Dance Studios, Associations of Dance Teachers, Associations of Ethnic Dance Groups, Dance Festivals and Competition Organizing Groups, etc. whose primary dance activity is outside of Saskatchewan.

7.3 Member Application Process

Member applications will be approved by the Board of Directors at Board Meetings.

Member applications must be received at least three (3) days before the AGM in order for them to be processed at a board meeting prior to the AGM.

7.4 Reciprocal Membership

Dance Saskatchewan Inc. may deem that reciprocal memberships may be exchanged with partner or supporting organizations such as the Districts for Sport Culture and Recreation.

7.5 Membership Dues

Membership dues shall be collected at the beginning of the fiscal year, October 1 and all current membership fees shall be stated clearly in dollar ($) value on all membership forms. Memberships accepted after October 1 may have pro-rated fees.

7.6 Withdrawal of Membership

Members of any category may resign their membership in DSI with written notice to that effect given to the Board of Directors. Non-renewal of membership fees shall be deemed to be withdrawal of membership. Individuals or organizations may re-apply for membership in DSI by completing the membership process and forwarding the necessary fees.

7.7 Termination of Membership

Any member deemed to have committed any act that is detrimental to the existence, purpose or good name of DSI may be expelled by a vote of 2/3 of the members. The said member is entitled to thirty (30) days notice of the motion of expulsion and the reasoning behind it. A general meeting shall be properly called and the member allowed a hearing during the meeting and prior to the vote.

7.8 Members shall not purport to represent DSI without prior mandate or proper authority of the Board of Directors.

8. Meetings

a) Annual General Meeting

There shall be an Annual General Meeting of DSI to be held no later than three (3) months after the close of the financial year. All members must be notified at least fifteen (15) days in advance.

Annual General Meetings are open to all members and guests or interested persons wishing to attend. Non-members may not speak unless recognized by the chair.

b) **Special General Meetings**
Special General Meetings shall be convened by the Chair upon resolution of the Board of Directors or by written requisition of not less than 5% of the voting membership and shall be held within thirty (30) days of notice being received.

c) Meeting Formats
Meetings will be held at the date, time and place in Saskatchewan as the Board of Directors may determine.

Meetings may take place either in person or virtually, with appropriate methods in place for hearing members and voting.

d) Quorum
Quorum for all general meetings, annual or special is 15% of the voting membership.

e) Proposal by Member
Any member may submit to the Corporation notice of any matter that it proposes to raise and discuss at the meeting and notices of the proposal shall be given with the notice of the next meeting of members.

9. Members Attendance at Meetings

Members may request permission to attend Board Meetings. Their presence and topic must appear on the agenda of the meeting concerned.

10. Non-Members Attendance at Meetings

Guest speakers or resource persons may be invited to attend meetings by the Board of Directors. Non-Members may request permission to attend Board Meetings. Their presence and topic must appear on the agenda of the meeting concerned.

11. Voting and Meeting Procedures

11.1 At the AGM and Special or Member Meetings of DSI

a) Such members of the Board of Directors and all DSI members in good standing shall be entitled to one vote according to their membership status if they are present and in person. There shall be no voting by proxy.

b) Proof of membership must be presented prior to registration at all AGMs.

c) Voting for election of directors shall be by secret ballot.

d) All other voting shall be by show of hands unless a secret ballot is requested by one or more members prior to the vote being cast.

e) Duly appointed representatives of member groups shall make their names known to the scrutineer and those persons will be allowed one (1) vote per organization.

11.2 Voting at Virtual Meetings

Voting shall take place by requesting those opposed or abstaining to voice or communicate their vote to the meeting.

Members may request vote by secret ballot or other electronic voting method.

11.3 All meetings of DSI shall be governed by Robert's Rules of Order.

12. Voting and Meeting Procedures

The fiscal year of DSI shall be from October 1 to September 30 of the following year.

13. Donations

DSI may receive donations from any source, and such donations shall form part of general or trust revenue of DSI, unless the use is specified by the donor. In such case, the Board, in their absolute discretion, may accept or reject the donation. If the donation is accepted it shall be used only in accordance with the direction of the donor.

14. Grant and trust Funds

All dues, fees, grants and trusts or other receivables shall be made payable to DSI and deposited to the credit of the organization.

15. Banking

All cheques, notes and other banking arrangements of DSI shall be signed by any two of the designated signing officers appointed annually by the Board of Directors.

16. Contracts

The Board of Directors shall be empowered to approve by resolution, contractual agreements with individuals or business corporations on behalf of DSI.

17. Borrowing Power

The Board of Directors shall be empowered to approve by resolution, borrowing arrangements with individuals or businesses on behalf of DSI provided that such

borrowing does not exceed the asset values or payments due of confirmed grants receivable.

18. Auditor

At each AGM the members shall appoint an auditor. The auditor shall hold office until the next AGM and shall be paid a fee agreed to by the Board of Directors. The Auditor shall audit the books and accounts of DSI and prepare an annual financial statement for presentation to the membership and appropriate funding agencies.

19. Interpretation:
In all bylaws of DSI

a) A “resolution” means a resolution passed by a majority of the votes cast at the meeting of DSI duly called for the purpose.

b) A “special resolution” means a resolution passed by three-fourths (3/4) of the votes cast at the meeting of DSI duly called for this purpose.

c) The singular shall include the plural, the plural shall include the singular, and the masculine shall include the feminine or gender fluid.

20. Limitation of Liability

Subject to the Act, and provided that the Protected Person has acted honestly and in good faith in the performance of the duties of their office, no Protected Person shall be personally liable to the Corporation as a result of any acts or omissions of the Protected Person done in the course of carrying out their duties in relation to the Corporation.

A Protected Person means each person acting or having previously acted in the capacity of a Director, Officer, or any other capacity at the request of or on behalf of the Corporation, and include the respective heirs, executors and administrators, estate, successors, and assigns of a person who:

a) Is a Director of the Corporation
b) Is an Officer or the Corporation
c) Is a member of a committee of the Corporation, or
d) Has undertaken or with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate.

21. Indemnity and Insurance

a) Subject to the Act and any policies of the Board from time to time, and provided that the Protected Person has acted honestly and in good faith in the performance of the duties of their office, the Corporation shall:

i) Indemnify each Protected Person from and against all costs, charges and expenses which such Protected Person sustains or incurs, including in relation to any action, suit, or proceeding brought against such Person, that arise out of the performance of the Protected Person's duties to the Corporation.

b) The Corporation will purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person.

c) Nothing in the bylaws shall limit the right of any Person, firm or corporation entitled to protection under the bylaws to claim indemnity or insurance coverage apart from the provisions of the bylaws.

d) It shall be the obligation of any Person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim, or suit made against such Person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

22. BYLAWS

22.1 Power to Change Bylaws

The Directors may, by special resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of DSI. The Directors shall submit such amendments to the next meeting of members and the members may, by "special" resolution (3/4 majority of those present), confirm, reject, or amend the submitted bylaw. Notice of change of bylaw and a copy of the said change must be mailed or emailed to all members fifteen (15) days before the meeting.

22.2 Bylaw Amendments by a Voting Member

a) Proposed amendments to the bylaws must be presented to the Board of Directors thirty (30) days before the AGM or a special general meeting so that the legality of such changes may be reviewed by counsel and be included in the agenda of said meeting.

b) An amendment must receive a three-fourths (3/4) majority to pass.

22.3 The Bylaws of DSI may be repealed providing notice is given in accordance with #22.1 and #22.2 and therefore DSI would operate in accordance with the Non-Profit Corporations Act.

22.4 Upon approval of the amendments of the bylaws of DSI, such amendments will be sent to those agencies which require them.

23. Dissolution

No action for dissolution of DSI or distribution of its property shall be made except by 3/4 majority vote of the active members at a general meeting.

Upon dissolution, the property of DSI shall be distributed as follows:
a) The property held in trust shall be returned to the donor or his/her executor.

b) The balance of property shall be transferred, as directed by the general membership to one or more charitable corporations carrying on the same or similar activities.

c) No dividends or distribution of the property of DSI shall be made until all debts are fully paid and then only on its final dissolution.