

Bylaws

Dance Saskatchewan Incorporated

Proposed Changes – Summer 2020

Original Bylaws	Proposed Changes	Notes
<p>1. The name of this non-profit, charitable organization shall be Dance Saskatchewan Incorporated and may be referred to as DSI.</p>	<p>1. The name of this non-profit, charitable organization shall be Dance Saskatchewan Incorporated and may be referred to as DSI.</p>	
<p>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 and a simple majority of the members present at a general meeting may decide.</p>	<p>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 and a simple majority of the members present at a general meeting may decide.</p>	<p>Decision would not be made by members, would be a board decision.</p>
<p>3. The postal address of the head office shall be at the physical location of that office at 205A Pacific Avenue, Saskatoon, Saskatchewan, S7K 1N9, or at any such future location in the province of Saskatchewan as may be selected by a resolution of the Board of Directors.</p>	<p>3. The postal address of the head office shall be at the physical location of that office at 205A Pacific Avenue, Saskatoon, Saskatchewan, S7K 1N9, 309 Fairmont Drive, Saskatoon Saskatchewan, S7M 5G7, or at any such future location in the province of Saskatchewan as may be selected determined by a resolution of the Board of Directors.</p>	<p>Updating address to current address and cleaning up the language.</p>
<p>4. The purpose of DSI is: a) To support and enhance the development of all dance forms b) To preserve, promote and represent dance in Saskatchewan c) To educate about Dance d) To encourage a passion for Dance e) To provide a multidisciplinary centre that focuses on dance, integrated related arts forms with expanded opportunities in a wellness environment</p>	<p>4. The purpose of DSI is: a) To support and enhance the development of all dance forms b) To preserve, promote and represent dance in Saskatchewan c) To educate about Dance d) To encourage a passion for Dance e) To provide a multidisciplinary centre that focuses on dance, integrates related arts forms with expanded opportunities in a wellness environment</p>	<p>Simplify and update the language to reflect current reality and future plans.</p>

	<p>4. The establishment and operation of a provincial dance organization for the purposes of promoting, creating, and sharing dance.</p>	
<p>5. The Mission Statement of DSI is: Dance Saskatchewan Inc. is committed to the advancement of dance. The Vision Statement of DSI is: a) To create a viable unified organization which represents and advocates dance interests b) To foster a respect and acceptance of dance that encourages free expression of cultural identity c) To establish a vibrant environment for dance which cultivates performance opportunities, stimulates employment and celebrates heritage and cultural diversity</p>	<p>5. The Mission Statement of DSI is: Dance Saskatchewan Inc. is committed to the advancement of dance. The Vision Statement of DSI is: a) To create a viable unified organization which represents and advocates dance interests b) To foster a respect and acceptance of dance that encourages free expression of cultural identity c) To establish a vibrant environment for dance which cultivates performance opportunities, stimulates employment and celebrates heritage and cultural diversity</p>	<p>Vision and Mission not necessary to include in the bylaws, as is part of the Strategic Plan.</p> <p>Including the Purpose provides enough clarity for the bylaws on what DSI is about.</p>
<p>6. Board of Directors: DSI is governed by the Non-Profit Corporations Act of Saskatchewan and is not organized for pecuniary gain. 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.</p>	<p>5. Board of Directors: DSI is governed by the Non-Profit Corporations Act of Saskatchewan and is not organized for pecuniary gain. 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.</p>	<p>Move to Dissolution section.</p>
<p>6.1 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 Board of Directors to the Members for a vote at each Annual Meeting of the Members. Additional nominations may be submitted for consideration by the Members in attendance at the Annual Meeting at the time of registration for the meeting. Candidates for the Board must either be in attendance at the Meeting or must have indicated in writing their willingness to serve as</p>	<p>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 Board of Directors Nomination Committee to the Members for a vote at each Annual Meeting of the Members. Additional nominations may be submitted for consideration by the Members in attendance at the Annual Meeting at the time of registration for the meeting. Nominations from the floor will also be accepted. Candidates for the Board must either be in attendance at the</p>	<p>The Nomination Committee presents the slate of candidates to the membership.</p> <p>Simplifying the language and aligning to past practice.</p>

<p>a Director and must be nominated by a Member in attendance at the meeting.</p>	<p>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.</p>	
<p>6.2 Election and Term of Office</p> <p>a) The Board shall consist of not less than eight (8) and not more than fifteen (15) Directors.</p> <p>b) Directors shall be 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.</p> <p>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.</p> <p>d) No person shall be elected a Director for a continuous combination of terms exceeding six (6) years.</p> <p>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 and following the completion of that one year, shall no longer hold a position as a Director for a period of three (3) years.</p> <p>f) Subject to their right to be re-elected, elected Directors of Dance Saskatchewan Inc. shall retire in rotation.</p> <p>g) Following an interval of at least one (1) year of serving on the Board, a person may be re-elected as Director for further terms in accordance with the above.</p>	<p>5.2 Election and Term of Office</p> <p>a) The Board shall consist of not less than eight (8) and not more than fifteen (15) Directors. six (6) to 10 (10) directors.</p> <p>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.</p> <p>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.</p> <p>d) No person shall be elected a Director for a continuous combination of terms exceeding six (6) years.</p> <p>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 and following the completion of that one year, shall no longer hold a position as a Director for a period of three (3) years.</p> <p>g) f) Following an interval of at least one (1) year of after-serving on the Board, a person may be re-elected as Director for further terms in accordance with the above.</p>	<p>Aligning board size to current best practices, and realistic expectations around board size.</p> <p>Clarifying eligibility for director positions.</p> <p>To ensure not all board member terms end at the same time.</p> <p>Deleting to align with 6.2(g).</p> <p>Switch order of f) and g) to make more sense.</p> <p>Switch “of” to “after” to clarify</p>

<p>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 President may appoint a replacement for the vacancy with the approval of Directors until only the next annual Meeting of the Members.</p> <p>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.</p> <p>j) A majority of Directors shall constitute a quorum at a meeting of the Board of Directors.</p>	<p>f) g) Subject to their right to be re-elected, elected Directors of Dance Saskatchewan Inc. shall retire in rotation.</p> <p>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 President Board of Directors may appoint a replacement for the vacancy with the approval of Directors until only the next annual Meeting of the Members.</p> <p>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.</p> <p>j) A majority of Directors shall constitute a quorum at a meeting of the Board of Directors.</p>	<p>intention of this bylaw.</p> <p>To reflect current and better governance practice.</p> <p>Included in Board Meetings section below, not necessary to have in here twice.</p>
	<p>5.3 Board Meetings</p> <p>i) The Board shall hold no less than four (4) meetings annually.</p> <p>ii) 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.</p> <p>iii) Half the Board members plus one shall constitute a quorum at a meeting of the Board of Directors.</p> <p>iv) Board meetings shall be held at the call of the Chair. Notice of Board meetings, including and an agenda, shall be given to all Board Members a minimum of two five days prior to a Board meeting.</p> <p>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.</p>	<p>Moved from 15/Meetings to Directors Section</p> <p>Correcting typo</p> <p>Updating to preferred amount of time</p> <p>Moved from 15/Meetings to Directors Section</p>

	The Chair does not vote except to break a tie.	
	<p>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:</p> <p>i) Act honestly and in good faith with a view to the best interests of DSI.</p> <p>ii) Exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	Moved from 27.
	<p>5.6 Remuneration of Directors Directors and Officers of DSI shall not receive any remuneration for their services but shall be reimbursed for reasonable expenses to attend all properly called meetings of DSI.</p>	<p>Moved from 13 to Directors Section</p> <p>Added ‘reasonable’ to provide guidance on expense parameters</p>
	<p>5.7 Duties of Directors and Officers</p> <p>a) The directors shall manage the activities and affairs of the Corporation.</p> <p>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.</p> <p>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.</p>	<p>New section</p> <p>Moved from 35.</p>
	<p>6. Committees The Board of Directors and/or the members at a general meeting shall have the power to create such standing</p>	Moved from 14 to create better flow of topics.

	or special committees as are deemed necessary.	
<p>7. Dissolution</p> <p>No action for dissolution of DSI or distribution of its property shall be made except by $\frac{3}{4}$ majority vote of the active members at a general meeting.</p> <p>Upon dissolution, the property of DSI shall be distributed as follows:</p> <p>a) The property held in trust shall be returned to the donor or his/her executor.</p> <p>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.</p>	<p>7. Dissolution</p> <p>No action for dissolution of DSI or distribution of its property shall be made except by $\frac{3}{4}$ majority vote of the active members at a general meeting.</p> <p>Upon dissolution, the property of DSI shall be distributed as follows:</p> <p>a) The property held in trust shall be returned to the donor or his/her executor.</p> <p>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.</p>	<p>Move to new DISSOLUTION section (end of bylaws), to create better flow of bylaws and clearer sections</p>
<p>8. Membership and Voting:</p> <p>There shall be nine (9) classes of membership in DSI.</p> <p>a) Voting</p> <p>i) Adult</p> <p>ii) Family</p> <p>iii) Group</p> <p>iv) Supporter</p> <p>v) Business</p> <p>vi) Honorary Lifetime</p> <p>b) Non-Voting</p> <p>i) Child</p> <p>ii) Youth</p> <p>iii) Family</p> <p>iv) Non-Resident</p> <p>8.1 Voting Membership</p> <p>i) Adult</p> <p>a) Applicant must be a resident of Saskatchewan</p> <p>b) Applicant must be of legal voting age in Saskatchewan</p> <p>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</p>	<p>7. Membership and Voting:</p> <p>There shall be nine (9) ten (10) classes of membership in DSI.</p> <p>a) Voting</p> <p>i) Adult</p> <p>ii) Family</p> <p>iii) Group</p> <p>iv) Supporter</p> <p>v) Business</p> <p>vi) Honorary Lifetime</p> <p>b) Non-Voting</p> <p>i) Child</p> <p>ii) Youth</p> <p>iii) Family</p> <p>iv) Non-Resident</p> <p>7.1 Voting Membership</p> <p>i) Adult</p> <p>a) Applicant must be a resident of Saskatchewan</p> <p>b) Applicant must be of legal voting age in Saskatchewan</p> <p>c) Adult voting members accepted by the Board of Directors shall be entitled to full voting privileges, have the right to stand for</p>	<p>Updating to align with actual number of classes of membership.</p>

<p>membership of DSI</p> <p>ii) Family</p> <p>a) Individuals of one family who reside at the same permanent residence in Saskatchewan</p> <p>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</p> <p>c) A family representative may stand for office, but to do so would be required to hold a valid adult membership</p> <p>d) The family representative may not also vote as an individual if declared as the family representative (one vote per person)</p> <p>iii) Group</p> <p>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. who's primary dance activity is in Saskatchewan</p> <p>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.</p> <p>c) The group representative may not vote as an individual if declared representative of a group (one vote per person)</p> <p>d) Group representatives may stand for office, but to do so would be required to hold a valid adult membership</p> <p>iv) Supporter</p> <p>a) Individual applicant must be a resident of Saskatchewan and is not affiliated with a dance group or individual dance practice.</p>	<p>election to any office and enjoy all other benefits provided the membership of DSI</p> <p>ii) Family</p> <p>a) Individuals of one family who reside at the same permanent residence in Saskatchewan</p> <p>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</p> <p>c) A family representative may stand for office, but to do so would be required to hold a valid adult membership</p> <p>d) The family representative may not also vote as an individual if declared as the family representative (one vote per person)</p> <p>iii) Group</p> <p>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. who's primary dance activity is in Saskatchewan</p> <p>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.</p> <p>c) The group representative may not vote as an individual if declared representative of a group (one vote per person)</p> <p>d) Group representatives may stand for office, but to do so would be required to hold a valid adult membership</p> <p>iv) Supporter</p> <p>a) Individual applicant must be a resident of Saskatchewan and is</p>	
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<p>b) Applicant must be of legal voting age in Saskatchewan</p> <p>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</p> <p>v) Business</p> <p>a) Business is a for-profit entity that provides services in the province of Saskatchewan.</p> <p>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</p> <p>c) The business representative may not vote as an individual if declared representative of a group (one vote per person)</p> <p>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</p> <p>vi) Honorary Lifetime</p> <p>a) Membership is bestowed by DSI to an individual</p> <p>b) Honorary Lifetime member shall have full voting privileges</p> <p>c) Honorary Lifetime member shall be exempt from membership fee</p> <p>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</p> <p>Nomination Procedures for Honorary Lifetime Members</p>	<p>not affiliated with a dance group or individual dance practice.</p> <p>b) Applicant must be of legal voting age in Saskatchewan</p> <p>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</p> <p>v) Business</p> <p>a) Business is a for-profit entity that provides services in the province of Saskatchewan.</p> <p>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</p> <p>c) The business representative may not vote as an individual if declared representative of a group (one vote per person)</p> <p>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</p> <p>vi) Honorary Lifetime</p> <p>a) Membership is bestowed by DSI to an individual</p> <p>b) Honorary Lifetime member shall have full voting privileges</p> <p>c) Honorary Lifetime member shall be exempt from membership fee</p> <p>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</p>	
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<p>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.</p> <p>8.2 Non-Voting Membership</p> <p>i) Child</p> <p>a) Applicant must be a resident of Saskatchewan who is under the age of 12 years</p> <p>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</p> <p>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</p> <p>ii) Youth</p> <p>a) Applicant must be a resident of Saskatchewan who is under the age of 18 years</p> <p>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</p> <p>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</p> <p>iii) Family</p> <p>a) Individuals of one family who are residents of Saskatchewan who reside at the same permanent address</p> <p>b) All individuals from the same family are under the legal voting age in Saskatchewan</p> <p>c) Family non-voting member shall not be entitled to any voting</p>	<p>Nomination Procedures for Honorary Lifetime Members</p> <p>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.</p> <p>7.2 Non-Voting Membership</p> <p>i) Child</p> <p>a) Applicant must be a resident of Saskatchewan who is under the age of 12 years</p> <p>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</p> <p>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</p> <p>ii) Youth</p> <p>a) Applicant must be a resident of Saskatchewan who is under the age of 18 years</p> <p>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</p> <p>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</p> <p>iii) Family</p> <p>a) Individuals of one family who are residents of Saskatchewan who reside at the same permanent address</p> <p>b) All individuals from the same family are under the legal voting age in Saskatchewan</p>	
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<p>privileges, nor may they stand for election to any office of DSI, but shall enjoy all other benefits due voting members</p> <p>iv) Non-Resident</p> <p>a) Individuals of any age residing outside of Saskatchewan for a period of one year or more</p> <p>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. who's primary dance activity is outside of Saskatchewan</p>	<p>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</p> <p>iv) Non-Resident</p> <p>a) Individuals of any age residing outside of Saskatchewan for a period of one year or more</p> <p>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. who's primary dance activity is outside of Saskatchewan</p>	
	<p>7.3 Member Application Process Member Applications will be approved by the Board of Directors at board meetings.</p> <p>Member applications must be received at least three days before the AGM, so they can be processed at a board meeting prior to the AGM.</p>	<p>New Section Added to Clarify Process</p>
<p>9. 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.</p>	<p>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.</p>	
<p>10. 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. Membership accepted after October 1 may have pro-rated fees.</p>	<p>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. Membership accepted after October 1 may have pro-rated fees.</p>	
<p>11. Withdrawal of Membership Members of any category may resign their membership in DSI with written</p>	<p>7.6 Withdrawal of Membership Members of any category may resign their membership in DSI with written</p>	<p>Clarifying process and aligning with process</p>

<p>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 an application form and forwarding the necessary fees.</p>	<p>notice to that effect given to the Board of Directors. Non-renewal of membership fees shall be deemed to be withdrawal of membership.</p> <p>Individuals or organizations may re-apply for membership in DSI by completing an application form the member application process and forwarding the necessary fees.</p>	
<p>12. 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.</p>	<p>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.</p>	
	<p>7.8 Members shall not purport to represent DSI without prior mandate or proper authority of the Board of Directors.</p>	<p>Moved from 28</p>
<p>13. Remuneration of Directors Directors and Officers of DSI shall not receive any remuneration for their services but shall be reimbursed for expenses to attend all properly called meetings of DSI.</p>	<p>13. Remuneration of Directors Directors and Officers of DSI shall not receive any remuneration for their services but shall be reimbursed for expenses to attend all properly called meetings of DSI.</p>	<p>Moved to Directors section.</p>
<p>14. Committees The Board of Directors and/or the members at a general meeting shall have the power to create such standing or special committees as are deemed necessary.</p>	<p>14. Committees The Board of Directors and/or the members at a general meeting shall have the power to create such standing or special committees as are deemed necessary.</p>	<p>Moved to follow Directors Section</p>
<p>15. Meetings a) Annual General Meeting</p>	<p>8. Meetings a) Annual General Meeting</p>	

<p>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.</p> <p>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.</p> <p>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 at the date, time and place in Saskatchewan as the Board of Directors may determine.</p> <p>c) Board Meetings i) The Board shall hold no less than four (4) meetings annually. ii) 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. iii) Half the Board members plus one shall constitute a quorum at a meeting of the Board of Directors. iv) Board meetings shall be held at the call of the Chair. Notice of Board meetings, including and agenda, shall be given to all Board Members a minimum of two days prior to a Board meeting.</p>	<p>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.</p> <p>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.</p> <p>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 at the date, time and place in Saskatchewan as the Board of Directors may determine.</p> <p>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.</p> <p>d) Quorum Quorum for all general meetings, annual or special, is 15% of the voting membership.</p> <p>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.</p>	<p>Moving to create new section (c)</p> <p>Developed new (c) to ensure clarity on allowing virtual meetings.</p> <p>Created new quorum section to facilitate being able to hold meetings. Quorum based on reasonable expectation of participation from past meetings.</p> <p>Created new (e) to clarify and encourage</p>
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	<p>c) Board Meetings i) The Board shall hold no less than four (4) meetings annually. ii) 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. iii) Half the Board members plus one shall constitute a quorum at a meeting of the Board of Directors. iv) Board meetings shall be held at the call of the Chair. Notice of Board meetings, including agenda, shall be given to all Board Members a minimum of two days prior to a Board meeting.</p>	<p>member participation in meetings.</p> <p>Moved c) to Directors Section</p>
<p>16. 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.</p>	<p>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.</p>	
<p>17. Non-Members Attendance at Meetings Guest speakers or resource persons may be invited to attend meetings by the Board of Directors.</p> <p>Non-Members may request permission to attend Board Meetings. Their presence and topic must appear on the agenda of the meeting concerned.</p>	<p>10. Non-Members Attendance at Meetings Guest speakers or resource persons may be invited to attend meetings by the Board of Directors.</p> <p>Non-Members may request permission to attend Board Meetings. Their presence and topic must appear on the agenda of the meeting concerned.</p>	
<p>18. Voting a) At the AGM of DSI i) 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. ii) Proof of membership must be presented prior to registration at all AGM's.</p>	<p>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.</p>	<p>Added clarity to title so section applies to special and member meetings as well as AGM</p>

<p>iii) Voting for election of directors shall be by secret ballot.</p> <p>iv) 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.</p> <p>v) 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.</p> <p>b) 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.</p>	<p>c) Voting for election of directors shall be by secret ballot.</p> <p>d) All other voting shall be by show of ands hands unless a secret ballot is requested by one or more members prior to the vote being cast.</p> <p>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.</p> <p>11.2. Voting at Virtual Meetings Voting will take place by requesting those opposed or abstaining to voice or communicate their vote to the meeting.</p> <p>Members may request vote by secret ballot or other electronic voting method.</p> <p>11.3 All meetings of DSI shall be governed by Roberts Rules of Order.</p> <p>b) 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.</p>	<p>Correcting typo</p> <p>New bylaw added to clarify voting processes for virtual meetings.</p> <p>Moved from 30.</p> <p>Moved b) to Directors section.</p>
<p>19. Fiscal Year The fiscal year of DSI shall be from October 1 to September 30 of the following year.</p>	<p>12. Fiscal Year The fiscal year of DSI shall be from October 1 to September 30 of the following year.</p>	
<p>20. Donations DSI may receive donation 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</p>	<p>13. Donations DSI may receive donation 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</p>	

reject the donation. If the donation is accepted it shall be used only in accordance with the direction of the donor.	reject the donation. If the donation is accepted it shall be used only in accordance with the direction of the donor.	
21. 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.	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.	
22. 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. The general membership should be notified of the signing officers at the AGM.	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. The general membership should be notified of the signing officers at the AGM.	Delete - not current practice or needed practice.
23. Contracts The Board of Directors shall be empowered to approve by resolution, contractual agreements with individuals or business corporations on behalf of DSI.	16. Contracts The Board of Directors shall be empowered to approve by resolution, contractual agreements with individuals or business corporations on behalf of DSI.	
24. 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.	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.	
25. Bonding All persons having any custody or control of DSI property and/or funds shall, at the discretion of the Board of Directors, be bonded in the amount decided by the Board.	25. Bonding All persons having any custody or control of DSI property and/or funds shall, at the discretion of the Board of Directors, be bonded in the amount decided by the Board.	Delete – not current practice.
26. Auditor At each AGM the members shall appoint an auditor. The auditor shall	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.	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.	
27. 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: i) Act honestly and in good faith with a view to the best interests of DSI. ii) Exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	27. 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: i) Act honestly and in good faith with a view to the best interests of DSI. ii) Exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Move to Directors Section
28. Members shall not purport to represent DSI without prior mandate or proper authority of the Board of Directors.	28. Members shall not purport to represent DSI without prior mandate or proper authority of the Board of Directors.	Move to Members section
29. 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 neuter.	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 neuter gender fluid .	Updating language to be more inclusive
30. All meetings of DSI shall be governed by Roberts Rules of Order.	30. All meetings of DSI shall be governed by Roberts Rules of Order.	Move to Meetings.
	20. Limitation of Liability	New section added

	<p>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.</p> <p>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:</p> <ul style="list-style-type: none"> A) Is a Director of the Corporation, B) Is an Office of 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. 	
	<p>21. Indemnity and Insurance</p> <p>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:</p> <ul style="list-style-type: none"> 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 	<p>New section added.</p>

	<p>out of the performance of the Protected Person’s duties to the Corporation.</p> <p>b) The Corporation will purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person.</p> <p>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.</p> <p>d) It shall be the obligation of any Person seeking insurance coverage or indemnity from the Corporation to cooperate 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.</p>	
<p>31. 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 to all members fifteen (15) days before the meeting.</p>	<p>22. BYLAWS</p> <p>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.</p> <p>22.2. Bylaw Amendments by a Voting Member (i) 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</p>	<p>Added section title, and subheading title</p> <p>Added email to update formats</p> <p>Moved from 32 to combine with this section, added title and clarifying words.</p>

	<p>reviewed by counsel, and be included in the agenda of said meeting.</p> <p>(ii) An amendment must receive a three-fourths (3/4) majority to pass.</p>	
<p>32. Amendments By an Individual i) Proposed amendments 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. (ii) An amendment must receive a three-fourths (3/4) majority to pass.</p>	<p>32. Amendments By an Individual i) Proposed amendments 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. (ii) An amendment must receive a three-fourths (3/4) majority to pass.</p>	<p>Combine with 31/bylaws, above, and clarify title</p>
<p>33. The Bylaws of DSI may be repealed providing notice is given in accordance with #31 and #32 and therefore DSI would operate in accordance with the Non-Profit Corporations Act.</p>	<p>22.3. The Bylaws of DSI may be repealed providing notice is given in accordance with #31 and #32 and therefore DSI would operate in accordance with the Non-Profit Corporations Act.</p>	
<p>34. Upon approval of the amendments of the bylaws of DSI, such amendments will be sent to those agencies which require them.</p>	<p>22.4. Upon approval of the amendments of the bylaws of DSI, such amendments will be sent to those agencies which require them.</p>	
<p>35. 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.</p>	<p>35. 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.</p>	<p>Move to Directors Section</p>
	<p>23. Dissolution No action for dissolution of DSI or distribution of its property shall be made except by ¾ majority vote of the active members at a general meeting.</p> <p>Upon dissolution, the property of DSI shall be distributed as follows:</p>	<p>Moved from 7.</p>

	<p>a) The property held in trust shall be returned to the donor or his/her executor.</p> <p>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.</p> <p>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.</p>	<p>Moved c) from Directors section.</p>
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