

BYLAWS

relating generally to
the transaction of the
business and affairs of

INCLUSION SASKATCHEWAN INC.

TABLE OF CONTENTS

SECTION ONE: INTERPRETATION	1
1.1. DEFINITIONS.	1
 SECTION TWO: OBJECTS OF THE ASSOCIATION	 3
2.1. OBJECTS OF THE ASSOCIATION.	3
 SECTION THREE: AFFAIRS OF THE ASSOCIATION	 4
3.1 REGISTERED OFFICE.	4
3.2 FINANCIAL YEAR.	4
3.3 EXECUTION OF INSTRUMENTS.	4
3.4 SIGNING AUTHORITY.	4
3.5 PARLIAMENTARY AUTHORITY.	4
 SECTION FOUR: MEMBERS	 5
4.1 MEMBERS.	5
4.2 MEMBERSHIP CONDITIONS.	5
4.3 RECORD DATE.	6
4.4 VOTING DELEGATE.	6
4.5 FEES AND ASSESSMENTS.	6
4.6 TERMINATION.	7
4.7 WITHDRAWAL.	7
4.8 EXPULSION, SUSPENSION, AND OTHER DISCIPLINE.	7
4.9 DISSOLUTION.	7



SECTION FIVE: MEETINGS OF MEMBERS	9
5.1 ANNUAL MEETINGS OF MEMBERS.	9
5.2 SPECIAL MEETINGS OF MEMBERS.	9
5.3 PLACE OF MEETINGS.	9
5.4 NOTICE OF MEETINGS.	10
5.5 MEETINGS WITHOUT NOTICE.	10
5.6 CHAIR, SECRETARY, AND SCRUTINEERS.	10
5.7 PERSONS ENTITLED TO BE PRESENT.	11
5.8 QUORUM.	11
5.9 RIGHT TO VOTE.	11
5.10 VOTES TO GOVERN.	11
5.11 SHOW OF HANDS.	11
5.12 BALLOTS.	12
5.13 TIED VOTE.	12
5.14 ADJOURNMENT.	12
5.15 ACTION IN WRITING BY MEMBERS.	12
5.16 MEETING BY MEANS OF ELECTRONIC COMMUNICATION.	12
 SECTION SIX: DIRECTORS	 13
6.1 NUMBER OF DIRECTORS.	13
6.2 QUALIFICATION.	13
6.3 COMPOSITION OF BOARD.	13
6.4 ELECTION AND TERM.	14
6.5 CONSENT.	14
6.6 NOMINATIONS.	14
6.7 ATTENDANCE.	15
6.8 REMOVAL OF DIRECTORS AND OFFICERS.	15
6.9 VACATION OF OFFICE.	15
6.10 FILLING OF VACANCIES.	15
6.11 ACTION BY THE BOARD.	16
6.12 MEETING BY MEANS OF ELECTRONIC COMMUNICATION.	16
6.13 PLACE OF MEETINGS.	16
6.14 CALLING OF MEETINGS.	16
6.15 NOTICE OF MEETING.	16
6.16 FIRST MEETING OF NEW BOARD.	17
6.17 ADJOURNED MEETING.	17
6.18 REGULAR MEETINGS.	17
6.19 CHAIR.	17
6.20 QUORUM.	17
6.21 VOTES TO GOVERN.	17
6.22 CONFLICT OF INTEREST.	18
6.23 REMUNERATION AND EXPENSES.	18

SECTION SEVEN: OFFICERS	19
7.1 ELECTED OFFICERS.	19
7.2 PRESIDENT.	19
7.3 VICE-PRESIDENT.	19
7.4 TREASURER.	19
7.5 PAST PRESIDENT.	20
7.6 EXECUTIVE DIRECTOR.	20
7.7 REMUNERATION OF EXECUTIVE DIRECTOR.	21
7.8 SECRETARY.	21
 SECTION EIGHT: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS	 22
8.1 LIMITATION OF LIABILITY.	22
8.2 INDEMNITY.	23
8.3 ADVANCE OF COSTS.	23
8.4 LIMITATION.	23
8.5 ADDITIONAL CIRCUMSTANCES.	23
8.6 INSURANCE.	24
 SECTION NINE: COMMITTEES	 25
9.1 STANDING COMMITTEES.	25
9.2 AUDIT / FINANCE COMMITTEE.	25
9.3 COMPENSATION / MANAGEMENT COMMITTEE.	26
9.4 CONFLICT RESOLUTION COMMITTEE.	26
9.5 EXECUTIVE COMMITTEE.	27
9.6 NOMINATING COMMITTEE.	27
9.7 GOVERNANCE COMMITTEE.	28
9.8 RESOLUTIONS COMMITTEE.	28
9.9 QUORUM.	29
9.10 SPECIAL COMMITTEES, TASKFORCES, AND WORKING GROUPS.	29
 SECTION TEN: NOTICES	 30
10.1 METHOD OF GIVING NOTICES.	30
10.2 COMPUTATION OF TIME.	30
10.3 UNDELIVERED NOTICES.	30
10.4 OMISSIONS AND ERRORS.	31
10.5 WAIVER OF NOTICE.	31
 SECTION ELEVEN: BYLAW AMENDMENT AND REPEAL	 32
11.1 PROCESS FOR AMENDING BYLAWS.	32
11.2 REPEAL.	32
11.3 EFFECTIVE DATE.	33

SECTION ONE INTERPRETATION

1.1. DEFINITIONS.

In these Bylaws, unless the context otherwise requires:

“Act” means *The Non-Profit Corporations Act, 1995* of Saskatchewan, or any statute that may be substituted therefor, and the regulations to the Act, as from time to time amended.

“Annual Meeting of Members” means the Annual Meeting of Members called each year in accordance with the provisions of the Act.

“Articles” means the Articles attached to the Certificate of Continuance of the Association, as from time to time amended or restated.

“Association” means the corporation continued under the Act by the said Certificate to which the Articles are attached, and named “Inclusion Saskatchewan Inc.”.

“Board” means the Board of Directors of the Association.

“Branch” means a local organization that has been granted the status of Member of the Association by the Board and has all the rights and responsibilities as defined in these Bylaws.

“Bylaws” means these Bylaws and all other Bylaws of the Association from time to time in force and effect.

“Consecutive” means following logical sequence.

“Consent Form” means the official form that may be required from time to time by the Board on which an eligible nominee for a position on the Board indicates their acceptance and willingness to serve in the position to which they have been nominated.

“Deemed” means to consider something as having certain characteristics.

“Majority” means more than fifty percent and, when used in the context of voting, means more than fifty percent of the votes cast by Members who are present and entitled to vote under the Act or these Bylaws at a duly called meeting at which a quorum is present, excluding blanks and abstentions.

"May" means the possibility of an action, as distinguished from "will".

"Member in Good Standing" means a Member who is not in arrears of membership fees to the Association or any Branch, is in compliance with these Bylaws and the policies of the Association, and has not been expelled or suspended by the Members of the Association.

"Meeting of Members" includes an Annual Meeting of Members and a Special Meeting of Members.

"Nomination Form" means the official form that may be required from time to time by the Board on which a Member may nominate some other eligible Member for a position on the Board.

"Ordinary Resolution" means a motion passed by a Majority of votes cast.

"Special Meeting of Members" includes a meeting of any Members and a Special Meeting of all Members entitled to vote at an Annual Meeting of Members.

"Special Resolution" means a motion passed with at least two-thirds (2/3) of votes cast in favour.

"Tort" means wrongful act or injustice for which compensation may be claimed from perpetrators who have a duty of care.

"Tortious" means relating to torts.

"Waiver" means the act of giving up a claim.

"Will" means an imperative and legally required action, as distinguished from "may".

Except as provided above, words and expressions defined in the Act have the same meanings when used in these Bylaws. Words importing the singular number include the plural and vice versa. Words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.

SECTION TWO OBJECTS OF THE ASSOCIATION

2.1. OBJECTS OF THE ASSOCIATION.

The Objects of the Association are to:

- a. Promote and foster the general welfare and individual rights of persons with an intellectual disability.
- b. Further the establishment of legislation that will improve the well-being of persons with an intellectual disability.
- c. Further educational, residential, and vocational services and programs, including the training of personnel, in the field of intellectual disability.
- d. Encourage research into all aspects of intellectual disability.
- e. Promote and foster inclusion for all individuals and families whose lives have been affected by intellectual disability.
- f. Set standards and monitor programs for persons with an intellectual disability.
- g. Provide public education concerning intellectual disability.
- h. Co-operate with other agencies and professional groups to meet the aims and objectives of the Association.
- i. Defend the rights and advocate the interests of all who have an intellectual disability.

SECTION THREE AFFAIRS OF THE ASSOCIATION

3.1 REGISTERED OFFICE.

The registered office of the Association, unless changed by the Board in accordance with the Articles, will be in the city of Saskatoon.

3.2 FINANCIAL YEAR.

Until changed by the Board, the financial year of the Association will end on the last day of March in each year.

3.3 EXECUTION OF INSTRUMENTS.

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments will be signed on behalf of the Association by two persons among the Officers, the Director of Finance, and any other Office created by these Bylaws or by the Board. In addition, the Board or such two persons may, from time to time, direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or will be signed.

3.4 SIGNING AUTHORITY.

The Board, by Ordinary Resolution, may authorize the Executive Director to sign any deeds, transfers, assignments, contracts, obligations, certificates, and other instruments on the Association's behalf. Signing authority will be set by the Board at the first meeting of the Board following the Annual Meeting of Members. There will be a minimum of four signing authorities, including the President, Treasurer, Executive Director, and Assistant Executive Director. Cheques will be signed by one member of the Board and either the Executive Director or Assistant Executive Director.

3.5 PARLIAMENTARY AUTHORITY.

The rules contained in the current edition of Robert's Rules of Order Newly Revised will govern the Association.

SECTION FOUR MEMBERS

4.1 MEMBERS.

Unless the Articles otherwise provide, there will be two classes of Members in the Association:

- a. Branches, which have the right to vote at all Meetings of Members by naming five Voting Delegates in accordance with Section 4.3; and
- b. Members at Large, who do not have the right to vote at any Meeting of Members and includes the following subdivisions:
 - i. Branch Members;
 - ii. Provincial Members; and
 - iii. Honourary Life Members.

4.2 MEMBERSHIP CONDITIONS.

- a. A local organization may become a Branch with the approval of the Board of Directors, by Special Resolution, at a regular meeting of the Board by:
 - i. having five or more members;
 - ii. committing to and upholding the Objects of the Association; and
 - iii. giving a copy of its bylaws, and any later amendments thereto, to the Association.
- b. Branches will keep an accurate minute book and membership register, both of which will be made available to the Association upon request, and are required to send representation to a minimum of two meetings of the Board per financial year and the Annual Meeting of Members.
- c. A Member is an individual who will not be in receipt of any payment for work or services performed for the Association or any Branch as defined in these Bylaws and who:
 - i. is a Member in Good Standing of a Branch; or
 - ii. has applied directly and has been accepted as a Member at Large.
- d. Any person who has made an outstanding contribution to the lives of persons with an intellectual disability may be invited, by Ordinary Resolution of the Board, to become an Honourary Life Member.

4.3 RECORD DATE.

At the first meeting of the Board following the Annual Meeting of Members, the Directors will fix a date between 50 and 15 days before the Annual Meeting of Members by Ordinary Resolution. This will be the date:

- a. by which Members must pay their annual fees and assessments;
- b. by which Branches must submit their Membership register;
- c. for determining which Members are entitled to receive notice of a Meeting of Members;
- d. for determining which Members are entitled to vote at a Meeting of Members; and
- e. for determining which Members are eligible to be elected to the Board of Directors.

Notice of the record date will be sent in any manner the Directors deem appropriate, including electronic communication, no later than 7 days before the record date.

4.4 VOTING DELEGATE.

Each Branch will have the right to name up to five of its Branch members to vote on its behalf at a Meeting of Members. These Branch members will be called "Voting Delegates" and will be Members in Good Standing. Only Voting Delegates may vote at Meetings of Members, except where the Act permits all Members to vote.

4.5 FEES AND ASSESSMENTS.

All annual fees and assessments will be determined at an Annual Meeting of Members and approved by the Voting Delegates on the recommendation of the Board. If a new fee schedule is not approved at any Annual Meeting of Members, the previous year's schedule will remain in effect. Members will be notified in writing of their membership dues.

- a. Each Branch will pay annual fees in accordance with the fee schedule approved by the Voting Delegates at an Annual Meeting of Members.
- b. Members of Branches will pay annual fees in accordance with the Branch's fee schedule as set by the Branch's Board of Directors.
- c. Members at Large will pay annual fees as determined at the Annual Meeting of Members on the recommendation of the Board.
- d. Honourary Life Members will not pay fees to the Association.

4.6 TERMINATION.

Membership ends when a Member dies, resigns, stops fulfilling the conditions of membership in accordance with Section 4.2, is expelled or is otherwise terminated, when the term of membership ends, or when the Association is liquidated and dissolved, at which time the rights of a Member, including any rights in the property of the Association, automatically end.

4.7 WITHDRAWAL.

A Member may withdraw from membership in the Association by a written notice to the Branch if they are a Branch member, or to the Executive Director where a Member does not belong to a Branch.

A Branch may withdraw its membership in the Association by giving notice to an Annual Meeting of Members of its intention to withdraw. The withdrawal of its membership will take effect at the start of the next Annual Meeting of Members following the Annual Meeting of Members at which the notice was given.

4.8 EXPULSION, SUSPENSION, AND OTHER DISCIPLINE.

A Branch or a Member who is acting contrary to or is not upholding the Association's Objects or who is not fulfilling their obligations as a Branch or Member in accordance with Section 4.2 may be expelled for cause, suspended, or given a lesser penalty as approved by a Special Resolution passed at a meeting of the Board.

The Board of Directors will summon the Branch or Member to a hearing to determine expulsion, suspension, or other discipline. The Branch or Member facing expulsion, suspension, or other discipline will be given 15 days' notice in accordance with these Bylaws and they will have the right to be heard by the Board. There will be no other appeal. Specific procedures may be determined by any relevant policy set forth by the Board.

4.9 DISSOLUTION.

Upon the dissolution of the Association and after payment of all debts and liabilities, no asset will be distributed among the Members, but will be transferred to such eligible charitable organizations or trustees as determined by Special Resolution of the Members. Eligible charitable organizations or trustees will be those described in subsection 149.1 (1) of the *Income Tax Act* (Canada), provided that the organization or trustee also meets the requirements of subsection 209 (5) of *The Non-Profit Corporations Act, 1995* (Saskatchewan).

Preference will be given to charitable organizations or trustees in the following order:

- a. organizations or trustees that support individuals with intellectual disabilities and their families in Saskatchewan;
- b. organizations or trustees that support individuals with disabilities and their families in Saskatchewan; or
- c. organizations or trustees that support families in Saskatchewan.

The work of the selected charitable organization or trustee will not conflict with the Objects of the Association.

SECTION FIVE MEETINGS OF MEMBERS

5.1 ANNUAL MEETINGS OF MEMBERS.

An Annual Meeting of Members will be held no later than three months after the end of the Association's preceding financial year. The Annual Meeting of Members will be held for the purpose of considering financial statements and reports, electing Directors, appointing an auditor, and for the transaction of such other business brought before the Meeting of Members.

5.2 SPECIAL MEETINGS OF MEMBERS.

The Board will have the responsibility to call a Special Meeting of Members at any time necessary or within four weeks of receiving a written request from at least 50% of Branches. This request must be signed by all members of each Branch's board of directors and must state the business to be transacted at the meeting. The Directors must call a Special Meeting of Members within 21 days of receiving this request, unless:

- a. notice of the record date has already been sent in accordance with 4.3: Record Date;
- b. notice of a Meeting of Members has already been sent in accordance with 5.4: Notice of Meetings; or
- c. the nature of the business to be transacted is listed under s.11-6(6)(b) to (f) of the Act.

5.3 PLACE OF MEETINGS.

Meetings of Members will be held at the registered office of the Association or elsewhere in Saskatchewan if the Board will so determine.

5.4 NOTICE OF MEETINGS.

Notice of the time and place of each Annual Meeting of Members will be given in writing in accordance with Section Ten not more than 50 days and not less than 15 days before the date of the Annual Meeting of Members to:

- a. each Director,
- b. the auditor, and
- c. each Member who, at the close of business on the day immediately preceding the day on which notice is given, is entered in the registry of Members of the Association.

Branches will be responsible for sending notice of the Annual Meeting of Members to their members.

Notice of a Special Meeting of Members will be given not less than 15 days before the Special Meeting of Members and will state the general nature of the business to be transacted in sufficient detail to permit the Members to understand the purpose of the meeting, the intended business, and the nature and text of any Special Resolution to be voted on at the Special Meeting of Members.

5.5 MEETINGS WITHOUT NOTICE.

Any Meeting of Members may be held at any time without formal notice if all of the Members are present and waive notice of the meeting or otherwise consent to the meeting being held in their absence. At such a Meeting of Members, the Members may conduct any business of the Association.

5.6 CHAIR, SECRETARY, AND SCRUTINEERS.

The President, or in the absence of the President, the Vice-President, will be the Chair of any Meeting of Members. If no such Officer is present within 15 minutes from the time fixed for holding the Meeting of Members, the Voting Delegates will choose a Member to act as Chair until such time as the President or Vice-President are in attendance.

If the Secretary is absent, the Chair will appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members.

At the request of the Chair or the Members, one or more scrutineers may be appointed by Ordinary Resolution or by the Chair with the consent of the Voting Delegates. Scrutineers will be Members in Good Standing.

5.7 PERSONS ENTITLED TO BE PRESENT.

The only persons entitled to be present at a Meeting of Members will be:

- a. Members;
- b. Directors;
- c. the auditor;
- d. staff;
- e. family members of Members and Directors; and
- f. support staff of Members and Directors.

Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Voting Delegates, subject to Robert's Rules of Order.

5.8 QUORUM.

The quorum for the transaction of business at any Meeting of Members will be forty-percent of the Branches.

5.9 RIGHT TO VOTE.

At any Meeting of Members, each Branch may name up to five Voting Delegates to vote in accordance with Section 4.3. In the absence of one or more of the authorized Voting Delegates of any Branch, the Branch may name an alternate, who will be a Member of the Branch in Good Standing, up to 24 hours in advance of the meeting. Each Voting Delegate or alternate who is present in person is entitled to cast one vote. Voting by proxy will not be permitted. In the absence of all Voting Delegates of any Branch, no vote may be cast on its behalf by any other Member. No Branch will have more than five votes.

5.10 VOTES TO GOVERN.

Unless the Act, the Articles, or any Bylaw otherwise provides, at any Meeting of Members every question will be determined by the Majority of the votes duly cast on the question.

5.11 SHOW OF HANDS.

Voting is by show of hands, unless a ballot is required or demanded in accordance with Section 5.12.

5.12 BALLOTS.

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Voting Delegate who is present and entitled to vote may demand, a ballot on such question. A ballot so required or demanded will be taken in such manner as the Chair will direct. A demand for a ballot may be withdrawn at any time prior to the casting of the ballot. Upon a ballot, each Voting Delegate present in person and entitled to vote will have one vote and the ballot will be final and binding.

Elections to the Board of the Association will be held by ballot in accordance with Section 6.4.

5.13 TIED VOTE.

In case of a tie, whether by show of hands or by ballot, the Chair of the Meeting of Members will not be entitled to an additional vote to break the tie and the motion will be lost.

5.14 ADJOURNMENT.

The Chair may adjourn the Meeting of Members by Special Resolution.

5.15 ACTION IN WRITING BY MEMBERS.

A Resolution in writing signed by all Members entitled to vote at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

5.16 MEETING BY MEANS OF ELECTRONIC COMMUNICATION.

In the event that it is not possible at the direction of the Chair, for a Meeting of Members or an Annual General Meeting to be held in person, the Chair may call any and all Meeting of Members or an Annual General Meeting by telephonic, electronic, or other communication facility that permits all Members to communicate adequately with each other. At such a Meeting of Members, the Members may conduct any business of the Association. A Member participating in such a meeting by such means is Deemed to be present at the meeting. Additionally, any such meeting is Deemed to be hosted and take place at the Association's head office in the Province of Saskatchewan.

SECTION SIX DIRECTORS

6.1. NUMBER OF DIRECTORS.

The Board will consist of not fewer than twenty Directors, at least two of whom are not Officers of the Association, and not more than thirty-five Directors.

6.2. QUALIFICATION.

A person will be disqualified from being a Director if they:

- a. are less than 18 years of age;
- b. have been declared incapable by a court in Canada or in another country;
- c. are not an individual (such as a corporation);
- d. are not a Member in Good Standing;
- e. have been convicted of a criminal offence;
- f. have the status of bankrupt; or
- g. receive remuneration for services from the Association or any Branch.

To be qualified to be elected as a Director representing a Branch, a person is required to be serving on the respective Branch's Executive Committee and have the authority to speak and act in the provincial context on behalf of the respective Branch.

6.3. COMPOSITION OF BOARD.

The Board will be composed of:

- a. Immediate Past President;
- b. President;
- c. Vice-President;
- d. Treasurer;
- e. One Director representing each Branch;
- f. Six elected Directors-at-Large;
- g. One elected Self-Advocate Director-at-Large;
- h. One Director representing People First Saskatchewan, who will have no vote; and
- i. Two Youth Ambassadors, who will have no vote.

Honourary Life Members are entitled to attend any meeting of the Board, but will not be entitled to vote at any such meeting.

6.4. ELECTION AND TERM.

The election of Directors will take place at each Annual Meeting of Members. The election will be by ballot in accordance with Section 5.12, except in the case where there is only one nominee for a position, in which case the nominee will be declared elected by acclamation.

- a. The Member elected to the Office of President will be elected for a term of two years.
- b. The Member elected to the Office of Vice-President will be elected for a term of one year.
- c. The Member elected to the Office of Treasurer will be elected for a term of two years.
- d. There will be up to six Directors-at-Large and one Self-Advocate Director-at-Large. Three Directors-at-Large will be elected on even years and three will be elected on odd years for a term of two years. The Self-Advocate Director-at-Large will be elected on odd years for a term of two years.
- e. The Directors representing each Branch will be appointed by the respective Branch for a one year term.

If an election of Directors is not held at the proper time, the incumbent Directors will continue in office until their successors are elected.

6.5. CONSENT.

Directors will have agreed to election prior to the election or at the meeting at which they are elected by submitting a properly completed Consent Form as may be required by the Association from time to time.

6.6. NOMINATIONS.

Any eligible Member may nominate or may be nominated for any position of the Board that is up for election at any Meeting of Members by submitting a properly completed Nomination Form and Consent Form. Nominees who submit the required forms prior to the deadline set by the Board will be invited to submit a biography which will be made available to those Members entitled to vote at the Meeting of Members.

Any Member may nominate or may be nominated from the floor provided that the Member is able to present a properly completed Consent Form, indicating that the nominee is eligible and willing to serve.

6.7. ATTENDANCE.

Directors are expected to attend all meetings of the Board in each year of their term. If any Director should be absent from three meetings of the Board in a year without a reasonable excuse acceptable to the Board, the Board may remove such Director as a member of the Board at the conclusion of the fourth meeting at which they have failed to attend that year. This paragraph is Deemed to be empowered by a Special Resolution of a Special Meeting of Members to effect the removal of a Director by virtue of the adoption of these Bylaws.

6.8. REMOVAL OF DIRECTORS AND OFFICERS.

A Director or Officer may be removed from office by Ordinary Resolution passed at a Special Meeting of Members.

A Director or Officer charged with a criminal offence may be suspended by Ordinary Resolution in accordance with Section 4.7 until such time as they are convicted or acquitted of such charge and all appeals therefrom have been exhausted or the time for making such appeals has expired.

6.9. VACATION OF OFFICE.

A Director ceases to hold office on:

- a. death;
 - b. removal from office by the Members or Directors;
 - c. becoming disqualified for election as a Director; or
 - d. receipt of a written resignation by the Association, or, if a time is specified in such resignation, at the time so specified, whichever is later.
- Resignations submitted in writing may not be withdrawn.

6.10. FILLING OF VACANCIES.

Subject to the Act, a quorum of the Board may appoint a Member in Good Standing to fill a vacancy in the Board, except where the vacancy is in the position of a Branch Director on the Board, in which case the respective Branch will appoint a Director to fill the vacancy. A Member appointed by the Board in such a manner will serve until the next Annual Meeting of Members. Should the Member choose to seek election to the appointed position at the Annual Meeting of Members, the time served while appointed will not count towards their term limit.

6.11. ACTION BY THE BOARD.

The Board will supervise the management of the activities and affairs of the Association. The duties of the Board may be exercised at a meeting at which a quorum is present or by Ordinary Resolution in writing signed by all the Directors entitled to vote at a meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the duties of the Board so long as a quorum remains in office.

6.12. MEETING BY MEANS OF ELECTRONIC COMMUNICATION.

Directors are expected to attend all meetings of the Board in person. In the event of exceptional circumstances preventing a Director from attending a meeting of the Board in person, the Chair or the Board may invite the Director to attend a meeting of the Board using telephonic, electronic, or other communication facility that permits all members of the Board to communicate adequately with each other during the meeting. A Director participating in such a meeting by such means is Deemed to be present at the meeting.

In the event that it is not possible for the Board to meet in person, the Chair may call a meeting of the Board by telephonic, electronic, or other communication facility that permits all members of the Board to communicate adequately with each other. At such a meeting of the Board, the Board may conduct any business of the Association.

6.13. PLACE OF MEETINGS.

Meetings of the Board may be held at any place in Saskatchewan provided notice of the location is given in accordance with Section Ten of these Bylaws.

6.14. CALLING OF MEETINGS.

Board meetings will be held at least four times per year, in addition to the pre- and post-Annual Meeting of Members Board meetings. The President or a Majority of the Board will decide when, where, and how meetings of the Board will be held.

6.15. NOTICE OF MEETING.

Notice of the time and place of a meeting of the Board will be given to every Director of the Association at least seven days before the start of the meeting. The notice need not give the purpose of the meeting except where the Act requires.

6.16. FIRST MEETING OF NEW BOARD.

Provided a quorum of Directors is present, each newly elected Board may hold its first meeting without notice immediately following the Annual Meeting of Members at which the Board is elected.

6.17. ADJOURNED MEETING.

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

6.18. REGULAR MEETINGS.

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the place and time of such regular meetings will be sent to each Director immediately after being passed, but no other notice will be required for any such regular meeting except where the Act requires the purpose of or the business to be transacted at such meeting to be specified.

6.19. CHAIR.

The President or, if absent, the Vice-President will be Chair of any meeting of the Board. If neither Officer is present, a Chair will be named by those Directors present.

6.20. QUORUM.

A quorum at any meeting of the Board will be forty percent of the Directors. Proxies are not permitted.

6.21. VOTES TO GOVERN.

When a quorum is present at a meeting of the Board, a motion carries when a Majority of those present vote in favour of the motion. In the case of a tie vote the Chair of the meeting will not have a second vote in addition to the Chair's original vote and the motion will be lost.

6.22. CONFLICT OF INTEREST.

The Directors of the Board will comply with any Conflict of Interest Policy as may be passed from time to time by the Board.

6.23. REMUNERATION AND EXPENSES.

A Director or Officer may be reimbursed for all reasonable expenses incurred in carrying out duties on behalf of the Association, according to the policies that are approved from time to time by the Board. Directors and Officers of the Association will not profit from their position on the Board, nor will they be in receipt of remuneration for services from any Branch.

SECTION SEVEN OFFICERS

7.1 ELECTED OFFICERS.

The Members will elect a President, a Vice-President, and a Treasurer who will be Officers of the Association. The Board may specify the duties of such Officers in accordance with these Bylaws and subject to the Act. The Board may delegate to such Officers responsibilities to supervise the affairs of the Association. To be qualified to be elected as an Officer, a person is required to have been a Director for a minimum of one year within the last ten years. Elected Officers will also serve as Directors of the Association.

7.2 PRESIDENT.

The President will:

- a. be the chief elected Officer of the Association;
- b. have general supervision over the affairs and policies of the Association;
- c. preside over all meetings of the Association;
- d. be an ex-officio member of all Board Committees;
- e. have access at any time to any document of the Association; and
- f. perform all other duties as may be required from time to time or as specified by the Board of Directors.

7.3 VICE-PRESIDENT.

The Vice President will assist the President and take over the affairs of the Association in the President's absence or inability to act.

7.4 TREASURER.

The Treasurer will:

- a. present financial statements to the Executive Committee, a report of the financial position of the Association to meetings of the Board of Directors, and an Audited Financial Statement to the Members at the Annual Meeting of Members and to any other meeting of the Association if directed to do so by the Executive Committee;
- b. present a proposed budget for the upcoming financial year to the Board of Directors for their recommendation for approval to the Members;

- c. present the budget to the Members at the Annual Meeting of Members for their approval;
- d. ensure that full and accurate accounts of all receipts and disbursements of the Association are kept and that all funds are deposited in the name and to the credit of the Association;
- e. ensure that the funds of the Association are distributed under the direction of the Board of Directors; and
- f. perform such other duties as may from time to time be determined by the Board of Directors.

7.5 PAST PRESIDENT.

The position of Past President will be held by the person who held the Office of President immediately preceding the current President of the Association. They will have no vote, will not count towards quorum, and will serve in an advisory capacity to the President. The Past President will serve as an Officer of the Association for a period of one year.

7.6 EXECUTIVE DIRECTOR.

The Board of Directors will hire an Executive Director for the Association. The duties of the Executive Director will be:

- a. To perform all duties as assigned by the Board, or the Executive Committee on its behalf.
- b. To perform the specific duties of the Executive Director:
 - i. to supervise and manage all operations in order to achieve the goals and objectives of the organization;
 - ii. provide guidance, assistance, and recommendations to the Board in terms of policy formulating;
 - iii. advise the Board on methods of securing funds;
 - iv. select, assign, and supervise all staff; and
 - v. determine, in consultation with Committee Chairpersons, the resources required to support Committee activities.

7.7 REMUNERATION OF EXECUTIVE DIRECTOR.

The Executive Director will be paid such reasonable remuneration for services provided as the Board may determine from time to time as per the Association's President Negotiations of Monetary Compensation for Executive Director Contract Policy.

7.8 SECRETARY.

The Secretary will be an employee of the Association appointed by the Executive Director who will have no vote and will be responsible for taking minutes at all meetings of the Association. The Secretary is the custodian of the Association's seal and is responsible for keeping all necessary books, records, papers, and documents of the Association, and for filing documents with the Information Services Corporation. In addition, the Secretary is responsible for providing notice of all meetings of the Association.

SECTION EIGHT PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

8.1. LIMITATION OF LIABILITY.

All Directors and Officers of the Association in exercising their powers and discharging their duties will act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer will be liable for:

- a. the acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee;
- b. any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association;
- c. the insufficiency or deficiency of any security in or upon which any of the monies of the Association will be invested;
- d. any loss, damage, or expense arising from the bankruptcy, insolvency, or Tortious acts of any person with whom any of the monies, securities, or effects of the Association will be deposited;
- e. any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer; or
- f. any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto;

provided that nothing in this Section will relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

8.2. INDEMNITY.

Subject to the Act, the Association will indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Association or such other entity.

8.3. ADVANCE OF COSTS.

The Association will advance monies to a Director, Officer, or other individual for the reasonable costs, charges, and expenses of a proceeding referred to in Section 8.2. The individual will repay the monies if the individual does not fulfil the conditions of Section 8.4.

8.4. LIMITATION.

The Association will not indemnify an individual under Section 8.2 unless:

- a. the individual acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Association's request, and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

This determination will be at the discretion of the Board or a finding of fact by any court or quasi-judicial proceeding.

8.5. ADDITIONAL CIRCUMSTANCES.

The Association will also indemnify an individual referred to in Section 8.2 in such other circumstances as the Act or law permits or requires. Nothing in these Bylaws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these Bylaws.

8.6. INSURANCE.

Subject to the Act, the Association will purchase and maintain insurance for the benefit of an individual referred to in Section 8.2 as the Board may determine, from time to time.

SECTION NINE COMMITTEES

9.1 STANDING COMMITTEES.

The Board will appoint the following Standing Committees:

- a. Audit / Finance
- b. Compensation / Management
- c. Conflict Resolution
- d. Executive
- e. Nominating
- f. Governance
- g. Resolution

Each Standing Committee will announce its membership and Terms of Reference to the Board and will provide a verbal or written report at each meeting of the Board and Meeting of Members. Unless otherwise specified, the President will appoint Chairs to each Standing Committee. In the event that a Committee Chair cannot fulfill the duties of Committee Chair, the President will have the authority to appoint some other person to be Chair. The President will be a member of all Standing Committees by virtue of the Office of President.

9.2 AUDIT / FINANCE COMMITTEE.

The Treasurer will be the Chair of the Audit/Finance Committee and will appoint up to five members each year from the Board or other experts and advisors as the Treasurer deems necessary. The Treasurer will invite the Executive Director to serve as staff support to the Committee. The Executive Director may also appoint the Assistant Executive Director and/or Director of Finance to serve as staff support to the Committee.

The Audit/Finance Committee will:

- a. oversee the preparation of the Association's budget and recommend approval of same to the Executive Committee, Board of Directors, and Members;
- b. monitor the financial performance of the Association in relation to its budget;
- c. ensure that the financial policies, as may be set from time to time by the Board, are adhered to;

- d. review management of Association funds as per policies;
- e. develop and review financial policies as required for recommendation to the Board;
- f. perform duties of an audit committee, including meeting with the auditor, reviewing communications from the auditor, and evaluating the audit process;
- g. establish sub-committees as the Committee may deem appropriate from time to time; and
- h. ensure objectivity.

9.3 COMPENSATION / MANAGEMENT COMMITTEE.

The Compensation/Management Committee will be composed of no fewer than two and no more than five members, at least one of whom will be educated and/or experienced in the Human Resource/Management field as determined by the Committee. The Committee will appoint one of its members, who will be a Member of the Association, to be Chair.

The Compensation/Management Committee will:

- a. review and recommend personnel policy changes to the Board;
- b. administer the annual Executive Director performance review;
- c. act as an appeal body in relation to personnel matters; and
- d. meet as required to review matters brought forward by staff, Board, and Members of the Association.

9.4 CONFLICT RESOLUTION COMMITTEE.

The Vice-President will be the Chair of the Conflict Resolution Committee and will appoint a minimum of three and a maximum of five members, including at least one member of the Executive Committee, at least one member of the Board of Directors, and the President, by right of Office.

“The Conflict Resolution Committee will guide Inclusion Saskatchewan’s conflict resolution process and recommend reasonable resolutions to the Board of Directors according to any Conflict Resolution Policy as may be passed from time to time by the Board of Directors

9.5 EXECUTIVE COMMITTEE.

The Association will have an Executive Committee that may exercise the duties of the Board between meetings of the Board, subject to the approval of the Board and any regulations imposed from time to time by the Board. The Executive Committee will meet at the call of the President or at the request of any three members of the Executive Committee. A quorum at an Executive Committee meeting is a Majority of Executive Committee members, as defined in these Bylaws.

The President, the Vice-President, and the Treasurer will be appointed to the Executive Committee at the Annual Meeting of Members. Three additional members of the Executive Committee will be appointed from among the Directors at the first meeting of the Board following the Annual Meeting of Members. The immediate Past President will serve in an advisory capacity on the Executive Committee for a term of one year, will have no vote, and will not count towards quorum. Members appointed to the Executive Committee will have served as a Director for a minimum of one year.

Any vacancy occurring on the Executive Committee will be filled from among the Directors on the Board by Ordinary Resolution of the Executive Committee, to be ratified at the next meeting of the Board. Appointees selected by this process are to remain in office until the next Annual Meeting of Members.

9.6 NOMINATING COMMITTEE.

A Nominating Committee of no fewer than three and no more than five Members of the Association will be appointed by the Members at the Annual Meeting of Members. The Past President of the Association will be the Chair.

The Nominating Committee will:

- a. notify each Branch in writing at least 60 days prior to the Annual Meeting of Members of the offices to be filled, the qualifications and procedures for candidacy, and the procedures necessary to nominate an individual as a Director-at-Large or an Officer of the Association;
- b. examine the eligibility of each nominee in accordance with Section 6.2 of these Bylaws and any relevant policies of the Association on receipt of nominations at least 30 days prior to the Annual Meeting of Members;
- c. nominate candidates who are eligible and willing under the provisions of these Bylaws for all elected offices to be filled;
- d. to the best of its efforts, prepare a list of all nominated candidates who are eligible for election for the following elected offices to be filled:

- i. President
 - ii. Vice-President
 - iii. Treasurer
 - iv. Director-at-Large
 - v. Self-Advocate Director-at-Large
- e. circulate the list of nominees to all Branches at least 15 days before the Annual Meeting of Members; and
- f. present the list of nominees to the Members at the Annual Meeting of Members.

9.7 GOVERNANCE COMMITTEE.

The Chair will appoint no fewer than three and no more than five members to serve on the Governance Committee each year.

The Governance Committee will:

- a. review, maintain, and update existing Association policies, Committee Terms of Reference, and Bylaws;
- b. identify and correct inconsistencies within Association policies, Committee Terms of Reference, and Bylaws;
- c. make recommendations regarding Board member orientation, ongoing development, evaluation, and disciplinary measures;
- d. assess and make recommendations regarding the governance-related needs of the Association; and
- e. undertake other duties which may be assigned by the Board, from time to time.

9.8 RESOLUTIONS COMMITTEE.

The Board will appoint a Resolutions committee which will be composed of no fewer than three and no more than five members at the meeting of the Board immediately following the Annual Meeting of Members. The Chair of the Resolutions Committee and a Majority of its members will be Directors of the Association. The Resolutions Committee will solicit Resolutions from Branches, Directors, and Committees of the Board at least 60 days before the Annual Meeting of Members. The call for Resolutions will include the purpose of Resolutions, guidelines, and a request that Branch Directors provide an opportunity for Branch members to exercise their right under these Bylaws to participate in the Resolutions process. Resolutions will be received by the Chair at least 40 days before the Annual Meeting of Members.

The Resolutions Committee:

- a. may change the wording of a submitted Resolution to make it clearer and may combine two or more Resolutions that have the same intent by asking permission of the submitters of the Resolutions; and
- b. will make sure that all Resolutions comply with or further the goals, values, beliefs, and principles of the Association.

Resolutions will be sent to each Branch and to the Directors at least 30 days before the Annual Meeting of Members. The Resolutions Committee will consult with each contributing member to ensure that the Resolutions are in their final form prior to distribution.

The Resolutions Committee will also receive Emergent Resolutions, which are defined as those containing issues or concerns that could not have been presented to the Resolutions Committee by the Resolutions deadline because the subject of the Resolution arose after the deadline. Emergent Resolutions will comply with or further the goals, values, beliefs, and principles of the Association and will be submitted to the Resolutions Committee in writing by 11:59 PM the night before the Annual Meeting of Members.

9.9 QUORUM.

Each Committee has the power to regulate its activities and to fix its quorum at not less than a Majority of its members.

9.10 SPECIAL COMMITTEES, TASKFORCES, AND WORKING GROUPS.

The Association or the Board may establish Special Committees, Taskforces, and Working Groups of the Board as necessary to carry on the work of the Association. These groups will operate under Terms of Reference as approved by the Board and will report and be accountable to the Board and/or the Association.

SECTION TEN NOTICES

10.1. METHOD OF GIVING NOTICES.

Any notice to be given (which includes sent, delivered, or served) as required by the Act, the Articles, these Bylaws, or otherwise to a Member, Director, Officer, or member of a Committee of the Board will be sufficiently given:

- a. immediately, if delivered in-person to the intended person;
- b. one day after delivery, if delivered to the intended person's recorded address or, in the case of notice to a Director, to the latest address of the Director on the public record;
- c. two days after mailing, if mailed to the intended person's recorded address by registered mail; or
- d. one day after sending, if sent to the intended person by telephone, facsimile, email, or other electronic means to the intended person's address on file for that purpose.

The Secretary may change the recorded address of any Member, Director, Officer, or member of a Committee of the Board with any information believed by the Secretary to be reliable.

10.2. COMPUTATION OF TIME.

In computing the date when notice will be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice will be excluded and the day of the meeting or other event will be included.

10.3. UNDELIVERED NOTICES.

If any notice given to a Member pursuant to Section 10.1 is returned on two Consecutive occasions because the Member cannot be found, the Association will not be required to give any further notices to such Member until informed in writing by the Member of a new address.

10.4. OMISSIONS AND ERRORS.

The accidental failure to give notice, the failure to receive notice, or any error in any notice not affecting the essential content of the notice sent to any Member, Director, Officer, or member of a Committee of the Board will not cancel any action taken at any meeting held as required by such notice or otherwise founded on such notice.

10.5. WAIVER OF NOTICE.

Any person required or entitled to receive notice from the Association under the Act, the Articles, these Bylaws, or otherwise may waive notice or shorten the time for notice at any time.

- a. In the event that such a person waives notice, the Association will not be required to send the notice.
- b. In the event that such a person shortens the time for notice, the Association will not be required to send the notice at the time stated in these Bylaws, but will send the notice according to the shortened notice period.

Waivers will be in written form, except in the case of a Waiver of notice of a Meeting of Members, a meeting of the Board, or a meeting of a Committee, which may be given in any manner.

SECTION ELEVEN BYLAW AMENDMENT AND REPEAL

11.1. PROCESS FOR AMENDING BYLAWS.

Any Member may propose changes to these Bylaws. Notice of the proposed change will be given to the Secretary at least 40 days prior to the Annual Meeting of Members or Special Meeting of Members. The Secretary will notify each Branch of the proposed change at least 30 days prior to the Annual Meeting of Members or Special Meeting of Members. The proposed changes may be approved by Special Resolution of Members.

11.2. REPEAL.

All previous Bylaws are repealed as of the coming into force of these Bylaws. Such repeal will not affect:

- a. the previous operation of any Bylaw so repealed;
- b. the validity of any past act or right, privilege, obligation, or liability acquired or incurred under the repealed Bylaws;
- c. the validity of any contract or agreement made under the repealed Bylaws;
- d. the validity of any Articles (as defined in the Act) or predecessor charter documents of the Association obtained pursuant to the repealed Bylaws;
or
- e. any such Bylaw prior to its repeal.

All Officers and persons acting under any Bylaw so repealed will continue to act as if appointed under the provisions of these Bylaws and all Resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed Bylaw will continue to be good and valid except to the extent inconsistent with these Bylaws and until amended or repealed.

11.3. EFFECTIVE DATE.

These Bylaws will come into force when confirmed by the Members in accordance with the Act.

These Bylaws were confirmed by the Members of the Association on June 2, 2024.



President



Vice-President



Director