

Bylaws of Saskatchewan Festival of Words Inc.

- Name 1.01 The name of this organization shall be Saskatchewan Festival of Words Inc.
- Title 2.01 These bylaws shall be cited as the Bylaws of Saskatchewan Festival of Words.
- Definitions The headings used throughout these bylaws shall not affect the construction thereof. In these bylaws, unless the context otherwise requires, expressions defined in *the Non-Profit Corporations Act*, or any statutory modification or amendment thereof, shall have the meaning so defined, and
- 3.01 “Act” means *the Non-Profit Corporations Act*;
- 3.02 “the Organization” means Saskatchewan Festival of Words Inc.;
- 3.03 “the directors,” “board,” and “board of directors” mean the directors of the Organization for the time being;
- 3.04 “member” means any person with a membership interest in the Organization;
- 3.05 “the office” means the registered office of the Organization for the time being;
- 3.06 “in writing” means and includes any modes of representing or reproducing words in visible form;
- 3.07 “person” shall include partnership, organization, and company;
- 3.08 Words importing the masculine gender shall include the feminine and words importing persons shall include corporations and companies;
- 3.09 words importing the singular number shall include the plural number and vice versa.
- Purpose 4.01 Saskatchewan Festival of Words is an enterprise established by volunteers dedicated to creating and promoting events that celebrate, in various formats, the imaginative uses of language, to entertain and enlighten readers and listeners.
- Objectives A. Provide stimulating experiences in the imaginative uses of language in a festive atmosphere.
 B. Appeal to a wide variety of ages, interests, and tastes with written and non-written uses of the language including fiction, poetry, nonfiction, editing, publishing, song, drama, and other artistic forms related to these genres.
 C. Give educational reading-related experiences for children and youth.
 D. Create opportunities for established and beginning writers and, where possible, artists in other fields.
 E. Promote reading and literacy.

- Powers: 4.02 For the further attainment of such goals and objectives, the Organization may:
- (a) acquire, accept, solicit, or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property, and may enter into and carry out agreements, contracts and undertakings incidental thereto;
 - (b) hold, manage, sell or convert any of the real or personal property from time to time owned by the Organization, and may invest and re-invest any principal in such manner as may from time to time be determined;
 - (c) acquire and hold by purchase, lease, devise, or gift, any real property necessary for the carrying out of its objectives and undertakings, and for the purpose of drawing a revenue therefrom, may sell, lease, mortgage, dispose of and convey the same as may be considered advisable;
 - (d) demand, receive, sue for, recover and compel the payment of all sums of money that may become due and payable to the Organization, and may apply the said sums for the objects and purposes of the Organization;
 - (e) acquire, accept, solicit or receive any gift of real or personal property, either as an annual or other contribution, or as an addition to the funds of the Organization;
 - (f) employ and pay such assistants, clerks, agents, presenters, representatives and employees, and procure, equip and maintain such offices and premises and other facilities and thereby to incur such reasonable expenses as may be necessary;
 - (g) do all such things as may be ancillary to and necessary for furthering the objectives of the Organization; provided, however, that the Organization may exercise any powers which it is granted pursuant to *the Non-Profit Corporations Act* in order to carry out the above-mentioned activities.
- Membership 5.01 Membership in the Organization shall consist of anyone over the age of fourteen who signifies interest by registering as a member and who is admitted to membership by resolution of the directors.
- Membership 5.02 Members shall have all privileges of membership including the right to vote at meetings of members.
- Voting 5.03 Memberships are personal and may not be transferred from one person to another.

- 5.04 Membership is terminated when;
- (a) a member dies or resigns,
 - (b) the member is expelled,
 - (c) the term of membership expires, or
 - (d) the Organization is liquidated or dissolved.
- 5.05 The board of directors may prescribe a membership fee payable to the Corporation.
- 5.06 Upon termination of membership for whatever cause, a member is not entitled to any refund of membership fees paid.
- Meeting of Members
- 6.01 An annual meeting of members shall be held once in every calendar year at a time and place fixed by the previous annual meeting or by the board of directors.
- 6.02 The first annual general meeting of the members shall be called within eighteen months from the time the Organization comes into existence, at such time and place as the board of directors shall determine.
- 6.03 All business transacted at the annual meeting, except consideration of the financial statements, auditor's report, election of directors and appointment of the auditor, and all business transacted by any other meeting of members, is deemed to be special business.
- 6.04 Any member may submit to the Organization notice of any matter for discussion at a meeting and notice of the proposal shall be given with the notice of the next meeting of members.
- Notice of Meeting
- 6.05 Notice of the time and place of each meeting of the members shall be given by electronic mail, or by regular mail, postmarked not less than fifteen (15) nor more than fifty (50) days before the date of the meeting to:
- (a) each director,
 - (b) the auditor, if any,
 - (c) each member who, at the close of business on the day the meeting is called, is entered in the membership register as a member of the Organization, or who joins the Organization at least fifteen (15) days prior to the meeting date.
- Meetings Without Notice
- 6.06 A meeting of members may be held without notice at any time or place permitted by the *Act* if all the members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such meeting being held and provided such members are not attending on the grounds that the meeting is not lawfully called.

- 6.07 Subject to the express provisions of the *Act*, irregularities in the notice of any meeting, or in the giving thereof, or the accidental omission to give notice of any meeting, or the non-receipt of any notice by any member, shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of such meeting.
- Special Meetings
- 6.08 A special general meeting of members shall be called by the president at any time as directed by the board or upon request of 15% of the members.
- 6.09 Notice of a meeting of members called for any special business shall be given in a reasonable manner under the circumstances, to all members, shall state the nature of such business in sufficient detail to permit members to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting. A member or any other person eligible to attend a meeting of the members may in writing or verbally, waive notice of or otherwise consent to a meeting.
- Order of Business
- 6.10 The order of business at each meeting of the Organization, so far as applicable, shall be:
- (a) calling to order;
 - (b) adoption of the agenda;
 - (c) minutes of the previous meeting;
 - (d) reports of board of directors and committees;
 - (e) financial statement;
 - (f) report on budget;
 - (g) applications for membership;
 - (h) resolutions;
 - (i) election of directors;
 - (j) appointment of auditor;
 - (k) other business
 - (l) adjournment.
- Quorum Voting
- 6.11 A simple majority of the board of directors shall constitute a quorum.
- 6.12 Every question submitted to a meeting shall be decided by a show of hands, except where a ballot is demanded by a member either before or after a vote by show of hands.
- 6.13 At any general meeting, a declaration of the President that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the Organization shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

- 6.14 The chairperson of a general meeting may, with the consent of the meeting, adjourn the same from time to time or from place to place, but no business shall be transacted at such convened meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.15 Any resolution consented to in writing by all of the members who would have been entitled to vote on the resolution at a general meeting shall be as valid and effectual as if it had been passed at a meeting of members duly called and constituted, and shall relate back to any date therein stated to be the effective date thereof.
- 6.16 There shall be no voting by proxy.
- Rules of Conduct 6.17 The conduct of all general meetings, meetings of the board of directors, and committee meetings of the Organization shall be governed by the latest revised edition of *Roberts Rules of Order*.
- Board of Directors 7.01 There shall be a board of directors of the Organization, consisting of no fewer than five and no more than sixteen members. The board shall choose from the directors its officers who will consist of the president, vice-president, secretary, treasurer, executive director (ex officio) and directors-at-large.
- 7.02 At every annual general meeting those directors completing a two-year term shall retire from the board. At the first annual general meeting of the Organization one half the directors elected shall be for one year terms and one half shall be elected for two year terms with the provision that if an odd number is elected the term of the extra director shall be for two years.
- 7.03 The members at every subsequent annual general meeting shall fill the vacated offices by electing the number of persons to be directors. The term of any director thus elected shall be two years.
- 7.04 A retiring director shall be eligible for re-election.
- 7.05 Subject to the *Act*, where a vacancy in the board results from the termination of a member, the board may fill the vacancy from the members-at-large. Such appointments are effective only until the next meeting of members.
- 7.06 Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.
- 7.07 A majority of the directors shall be residents of Moose Jaw. A director must also be a member of the Organization.

- Removal of Directors 7.08 By ordinary resolution at a special meeting, the Organization may remove any or all the directors at any time and may appoint, by ordinary resolution, another qualified person or persons to fill any offices so vacated until the expiry of the original term of the offices.
- 7.09 The office of director shall be vacated *ipso facto* if:
(a) the director ceases to qualify as a director;
(b) by notice in writing to the Organization the director resigns;
(c) the director is removed by resolution of the Organization;
(d) the director is absent from three consecutive meetings of the Board, and the Board determines there was no reasonable cause for such absence.
- Meetings Of Directors 8.01 Every director shall be given, by letter, telephone or otherwise, at least five days notice of every meeting of directors.
- 8.02 The directors may at any meeting decide to have regular meetings by adopting a resolution settling the day, hour and place of the regular meetings, and no further notice of these meetings shall be required.
- 8.03 Directors may at any time waive notice of a meeting by attending a meeting, or by so stating by letter, telephone or otherwise.
- 8.04 If all members of the Board consent, a director may participate in a meeting of the Board or of a committee of the Board by telephone or such other means of communication as permit all person participating to speak to and hear each other.
- Quorum of The Board 8.05 No business shall be transacted by the Board unless a quorum of a simple majority of the board of the directors is present.
- Voting by Directors 8.06 Questions arising at any meeting of the directors shall be decided by a majority of votes, and in case of an equality of votes the motion shall be lost. Each director shall have one vote.
- 8.07 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted, and shall be held to relate back to any date therein stated to be the effective date.
- Committees 8.08 The directors may delegate any of their powers, except the power to make, repeal or amend bylaws, to committees and may revoke such delegation at any time. In the exercise of powers so delegated, a committee shall conform to any regulations imposed upon it by the directors. Such committees may include members who are not directors or non-members appointed to the committee by the Board, provided such non-members as may be appointed to committees do not exceed the numbers of members thereon.

- 8.09 The meetings and proceedings of any such committees shall be regulated by the provisions herein contained regulating the meetings and proceedings of the directors.
- 8.10 The president and vice-president shall be *ex officio* members of all committees.
- 8.11 All acts at any meeting of directors, or of a committee, or by any person acting as a director shall, notwithstanding later discovery that there was some defect in the appointment of such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.
- Duties of Directors 8.12 The directors shall govern the activities and affairs of the Organization.
- 8.13 Every director and officer of the Organization shall act honestly and in good faith with a view to the best interests of the Organization and shall exercise the care, diligence and skill that a reasonably prudent person will exercise in comparable circumstances.
- Records 9.01 The directors shall comply with the provisions of the *Act* in regard to the registration of mortgages; the keeping of registers of directors and members and their addresses and occupations, the signing of the balance sheet and the filing of an annual report, changes in the registered office or changes in directors.
- 9.02 The directors shall cause minutes of the following to be duly entered in books provided for the purpose:
- (a) all appointments of officers;
 - (b) the names of directors present at each meeting of the board of directors;
 - (c) all resolutions made by the board of directors and committees;
 - (d) all resolutions of general meetings; and any such minutes of any meeting of the board of directors or any committee or of the members, if signed by the recording secretary of such meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.
- Officers: 10.01 The president shall preside at all meetings of the board and of the members of the Organization
- President The president is the chief executive officer of the Organization and shall supervise the other officers in the execution of their duties.

- Executive Director 10.02 The executive director shall direct the day-to-day operations of the Festival as set out by the board, and shall not be entitled to vote.
- Vice-President 10.03 The vice-president shall preside at meetings of the board or of the members in the absence of the president, and shall conduct such other business and duties as may be necessary in the event the president is not able to conduct them.
- Secretary 10.04 The secretary shall enter or cause to be entered in records kept for that purpose minutes of all the meetings of the board, members and committees; shall give or cause to be given all notices to members, directors, auditors, officers and members of committees; shall be the custodian of the seal of the Organization (if any); and of all books, records, papers and documents and instruments belonging to the Organization, except when some other officer or agent has been appointed for that purpose.
- Treasurer 10.05 The treasurer or designated office personnel, shall keep proper accounting records in compliance with the *Act* and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Organization; and shall render to the board whenever required an account of all transactions conducted as treasurer and of the financial position of the Organization.
- Executive 10.06 The president, vice president, treasurer, secretary and executive director (ex-officio) shall comprise the executive of the Organization.
- 10.07 The board may add such other directors to the executive as it deems advisable.
- 10.08 The executive shall direct or cause to be directed the operation of the Organization between meetings of the board, oversee the work of the staff and prepare recommendations for consideration by the board and meetings of members.
- 10.09 The executive shall present its major actions to the board for approval at the first regular board meeting following each action.
- 10.10 A simple majority of the executive shall constitute a quorum.
- Conflict of Interest 10.11 Members of the board who hold any office or possess any property whereby duties or interest might be in conflict with duties or interests as members of the board shall, in writing, disclose to the president the nature and extent of the conflict, and shall absent themselves from the applicable portions of any meeting dealing with matters related to the conflict of interest.

- Accounting 11.01 The directors shall cause true accounts to be kept of the sums of money received and disbursed by the Organization, the matters in respect to which said receipts and disbursements take place, all sales and purchases by the Organization, the assets and liabilities of the Organization, and all other transactions affecting the financial position of the Organization.
- 11.02 Each year on or before the commencement of the new fiscal year, a budget setting forth details of the estimated revenues and expenditures of the Organization for the ensuing fiscal year shall be prepared and submitted to the directors.
- 11.03 The directors shall cause an annual financial statement to be placed before every annual meeting, and when and as required by the *Act* and report of an auditor.
- 11.04 The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors. No financial statement shall be released unless it has been approved by the directors and, when required by the *Act*, it shall be accompanied by the report of the auditor.
- 11.05 The Organization shall, not less than fifteen days before each annual meeting, send a copy of its financial statements and report of the auditor (if any) to each member and to the Corporations Branch of Saskatchewan Justice.
- 11.06 All funds of the Organization shall be deposited in one or more accounts in a chartered bank, trust company or credit union designated by the directors.
- 11.07 All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Organization and signed in accordance with the resolutions passed by the directors for that purpose.
- 11.08 No director may be a salaried employee of the Organization, and no remuneration shall be paid to directors other than compensation for travel and sustenance while on Organization business at rates approved by the members in general meeting.
- Amendment of Bylaws 12.01 The directors may, by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of the Organization.
- 12.02 The directors shall submit any bylaws or any amendment, or repeal thereof to the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend the bylaws, amendment or repeal.
- 12.03 Any bylaws or amendment or repeal thereof are effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the members.

- 12.04 If any bylaw, or any amendment or repeal thereof is rejected by the members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by members.
- 12.05 Except in the case of first bylaws made by the directors, every bylaw, amendment or repeal thereof shall state an effective date that shall not be more than 30 days from the day on which the bylaw, amendment or repeal is made.
- 12.06 Every bylaw and every amendment or repeal thereof shall be distributed to the membership before its effective date.
- Dissolution 13.01 Subject to the provisions of the *Act*, in the event of the dissolution of the organization, the remaining property and assets of the Organization shall, after the payment of all liabilities, be distributed to a registered charitable corporation or corporations with a mandate similar to the objectives of the Organization or to the Moose Jaw Public Library as decided by the board of directors.

Effective date: 2010