

# TRANSSASK SUPPORT SERVICES INC.

Date of Incorporation:

August 30, 2012

## BYLAWS

Approved by the membership:

April 4, 2014

Current Revision Effective Date:

April 4, 2015

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## CHAPTER I: NAME AND DEFINITIONS

1. The name of the organization shall be TransSask Support Services Inc., herein referred to as TransSask. (Article 1 of the Articles of Incorporation)
2. Individuals diverse in physiological sex and/or gender identity and/or gender expression will herein be referred to as sex and gender diverse individuals. (rev. 2015)
3. The community which includes sex and gender diverse individuals, their spouses, family, friends, and allies will herein be referred to as the Sex and Gender Diverse Community. (rev. 2015)
4. When talking about a singular person, they/their/them will be used instead of he/him/his or her/she/hers.
5. In these bylaws:
  - a. “Act” means The Non-profit Corporations Act (Saskatchewan) as amended and any statute that may be substituted therefore;
  - b. “Annual General Meeting” means the regular General Meeting held annually pursuant to the requirements of the Act;
  - c. “Board” means the Board of Directors of the Organization;
  - d. “Bylaws” means these bylaws and any amendments thereto;
  - e. “Committee” means a standing or ad hoc committee of the Board;
  - f. “Community” means the Sex and Gender Diverse Community;
  - g. “Ex officio” means by virtue of their office and does not limit the rights, duties and capacity of any person who is “ex officio,” a director, member of a committee or the holder of any office, unless prescribed by these Bylaws;
  - h. “General Meeting” means a meeting of the members of the Organization and includes an Annual General Meeting and a Special General Meeting;
  - i. “Organization” means TransSask Support Services Inc.;
  - j. “Simple Majority” means more than 50% of the number of votes.

## CHAPTER II: GUIDING PRINCIPLES

1. Mission Statement: TransSask Support Services Inc. will identify, develop and provide services and resources that meet the needs of trans-identified and sex or gender diverse people within Saskatchewan as well as those who support them.

2. Vision Statement: At TransSask Support Services, Inc., our vision is that all people of Saskatchewan no matter their sex, gender, gender identity, or gender expression have the information, support and opportunities needed to make for themselves the lives that they are able and wish to have.
3. Values Statement: TransSask's core values are support and education within an environment respectful of diversity and equality.

## CHAPTER III: OBJECTIVES

Historically and currently, sex and gender diverse individuals have experienced systemic discrimination in all aspects of their lives. This systemic discrimination has and continues to negatively impact the physical, emotional, spiritual, mental, and social well-being of sex and gender diverse people.

The objectives of TransSask Support Services Inc. shall include the following:

1. To assess the mental, emotional, physical, spiritual, and social needs of sex and gender diverse peoples in Saskatchewan. (rev. 2015)
2. To educate the sex and gender diverse Community about various issues and to encourage them to become more involved individually and collectively in meeting those needs. (rev. 2015)
3. To facilitate the development of programs and services that address the mental, emotional, physical, spiritual, and social needs of the sex and gender diverse Community. (rev. 2015)
4. To educate and inform service professionals and agencies about the needs of the sex and gender diverse Community and provide them with information about how they can better meet those needs. (rev. 2015)
5. To develop referral and networking services that allow members of the Community and all service professionals and agencies to work together to meet the needs of all sex and gender diverse peoples. (rev. 2015)
6. To develop leadership skills within the sex and gender diverse Community so this Community is better able and equipped to develop and maintain mechanisms and coalitions that will allow this Community to meet their own needs. (rev. 2015)
7. To develop referral and networking services for families and friends of sex and gender diverse

individuals so they are able to have their needs met. (rev. 2015)

8. To educate and inform the general community about the needs of the sex and gender diverse Community and how the general community can better serve all members of the sex and gender diverse Community. (rev. 2015)

#### CHAPTER IV: CODE OF CONDUCT

With respect to the Objectives of TransSask Support Services Inc., all members, staff, and volunteers (including Board and Committee members) are expected to adhere to the following Code of Conduct. They shall:

1. Regard the well-being of both clients and co-workers as a primary obligation.
2. Endeavour to protect and promote the well-being of clients and co-workers through services delivered with integrity, conscientiousness, competence, and efficiency.
3. Protect the confidentiality of all information acquired through involvement with TransSask, and disclose such information only when properly authorized by staff, the Board, or by law.
4. Not discriminate against anyone on the basis of race, colour, language, religion, age, sex, intersex status, gender identity, gender expression, two-spirit identity, sexual orientation, family, marital or relationship status, physical size or weight, pregnancy, breastfeeding, physical or mental ability, economic status, receipt of public assistance, national ancestry, ethnicity, political affiliation or activity, or pardoned conviction. (rev. 2015)
5. Respect the physical and emotional integrity of clients and co-workers. No form of physical, sexual, emotional, or psychological abuse or harassment shall be tolerated.
6. Not allow outside or personal interests to impair the effectiveness of their services.
7. Maintain ethical boundaries by not using TransSask or any of its services for the explicit purpose of finding sexual or romantic partners from among those people who are vulnerable and accessing TransSask for support and safety.
8. Consistently render services to the best of their abilities.

## CHAPTER V: BOARD OF DIRECTORS

1. The elected Board of Directors of TransSask Support Services Inc. shall consist of a minimum of three (3) members and a maximum of twelve (12) members. (Article 4 of the Articles of Incorporation)
2. Eligibility: Any member of TransSask in good standing shall be eligible to serve as an elected member of the Board of Directors, with the exception of paid staff of TransSask. Members may nominate themselves.
3. Election: The election of the Board of Directors shall occur at the Annual General Meeting of TransSask, to be held no later than 4 months after the end of the fiscal year, or at a Special General Meeting. (rev. 2015)
4. Nomination: To become a Board Member, one must be nominated and elected at an Annual General Meeting or a Special General Meeting. Nominees must affirm their nomination. Members not present at the membership meeting must submit intent of their nomination in writing no less than twenty-four (24) hours before the meeting. Written nominations must contain:
  - a. The nominees printed name
  - b. The nominees signature
  - c. The date of the meeting for which they are nominated.
5. Term of Office: Board members shall be elected to a term of two years.
6. Eligibility for Re-Election: All Board members are eligible for a second term, and shall not serve more than two consecutive terms on the Board of Directors.
7. Positions Available: The number of positions available in any election for the Board of Directors shall not exceed six (6).
8. Temporary Absence: A temporary absence of a Board member of no more than three months may be declared by the unanimous vote of the Board of Directors. The Board shall allocate the duties of the elected Director who is temporarily absent to another Board member.
9. Unexcused Absence: Directors must communicate an expected absence upon call to a meeting of the Board of Directors, previous to the announced meeting time. Three (3) consecutive unexcused absences from Board meetings shall subject the Director to the removal process

outlined in Article V(10). (rev. 2015)

10. Removal of an Elected Director

- a. An elected director may be asked to submit resignation from office for reasonable cause by the unanimous vote of other elected Directors, OR
- b. An elected director may be removed from office by a simple majority vote of the members of TransSask at a General Meeting of the Organization.

11. Resignations: Where a Board Member resigns or otherwise ceases to be a Board Member, the position may be deemed filled until such time that a new Board Member is appointed or elected.

12. Vacancies: The Board shall have the power upon unanimous decision to appoint a new Director up to the maximum number of Directors allowed, for a term of office to cease at the next AGM, or the Board may call a Special General Meeting of the membership for a by-election.

13. Remuneration: The Directors shall serve without remuneration and no Director shall directly receive any profits from their position as such, providing that a Director may be paid reasonable expenses incurred by them in the performance of their duty.

14. Indemnification:

- a. A director's first duty is to the corporation. Directors must make sure the corporation's affairs are run according to *The Non-profit Corporations Act, 1995*, its Articles and its bylaws and must be familiar with the corporation's activities. (rev. 2015)
- b. Directors are liable to employees of the corporation for all moneys payable to employees for services performed while employed by the corporation. (rev. 2015)
- c. As part of due diligence TransSask will maintain a liability insurance policy to protect the directors and the organisation. (rev. 2015)

## CHAPTER VI: COMPLAINTS PROCEDURE

The complaint procedure of TransSask Support Services Inc. has two steps, which shall be followed in order

1. Informal Verbal Complaint

- a. Any complaint may be lodged in confidence with the Executive Director of the Organization or a Co-Chair of the Executive Committee of the Board of Directors.
- b. The complaint shall be investigated in confidence and efforts will be made to achieve resolution.



- c. If a satisfactory resolution is achieved, the process is concluded.
- d. If no satisfactory resolution is achieved, a formal written complaint may be lodged.

## 2. Formal Written Complaint

- a. Any complaint shall be submitted in writing to both the Executive Director of the Organization and the Co-Chair of the Executive Committee of the Board of Directors.
- b. Upon receipt of the complaint, the Executive Director and the Chair of the Executive Committee shall undertake to investigate the complaint within ten calendar days, and in collaboration adjudicate its validity.
- c. If the complaint is deemed valid, the accused will be notified and mediation will be arranged expeditiously.

## CHAPTER VII: OFFICERS

- 1. Officers shall be appointed by the Board of Directors at their first meeting after the Annual General Meeting.
- 2. Officers shall be appointed to a one (1) year term.
- 3. Officers shall not serve in their appointed position more than two (2) one-year (1) terms while on the Board of Directors.
- 4. Striving for diversity and equality on the executive, the Directors shall appoint either a Chair or two Co-Chairs, a Treasurer and a Secretary to serve for the upcoming year.
- 5. The Chair(s), the Treasurer, and the Secretary shall constitute the Executive Committee.
- 6. Duties of the Executive Committee shall include the following:
  - a. The Chair(s) shall be responsible for the following:
    - i. Chairing meetings of the Board of Directors and the General Meetings of TransSask.
    - ii. Coordinating the work of other elected Directors.
    - iii. Drawing up, in consultation with other Board Members and Staff, the agenda of meetings of the Board of Directors and General Meetings.
    - iv. Ensuring that qualified persons are appointed to act as spokespersons for TransSask.
  - b. The Secretary shall be responsible for the following:

- i. Ensuring that all correspondence of TransSask is dealt with efficiently.
  - ii. Ensuring that the minutes of all Board of Directors meetings and General Meetings of TransSask are dealt with efficiently. All minutes shall be made available to the Board of Directors as soon as possible, and no later than Seven (7) days before the next meeting of the Board of Directors. All minutes must be approved by the board at a subsequent meeting and signed in hard copy by the Chair.
  - iii. Ensuring that the proper documents are filed yearly with the Corporate Registry of Information Services Corporation.
  - iv. Ensuring that bylaw changes are circulated at least twenty-one (21) days before the Annual General Meeting.
- c. The Treasurer shall be responsible for the following:
- i. Serving as Chief Financial Officer of TransSask, and Chair of the Financial Committee should one be founded.
  - ii. Ensuring that all funds of TransSask are collected and dispersed properly.
  - iii. Ensuring that all financial records of TransSask are maintained in good order.
  - iv. Ensuring that all local, provincial, and federal tax forms and other related financial statement are filed as required by law.
  - v. Ensuring that regular financial reports are provided to the Board of Directors and annual financial reports are provided to members of TransSask no later than twenty-one (21) days before that year's Annual General Meeting.
  - vi. Ensuring that an annual budget of TransSask is prepared in consultation with the Board of Directors and Staff.
  - vii. Ensuring that the financial records of TransSask are audited or reviewed in accordance with provincial and federal laws.
- d. Serving as a member of relevant committees as appointed by the Board of Directors.

## CHAPTER VIII: COMMITTEES

1. Appointment and Term: All committees and their terms shall be established by the Board of Directors.
2. Membership: Any member of TransSask in good standing is eligible to serve on a committee. The membership of specific committees shall be determined by that committee. (rev. 2015)

3. Chairperson: At its first meeting, a committee shall select a Chairperson who shall report directly to the Board of Directors.
4. Ex Officio: The Board of Directors shall appoint at least one member of the Board to each committee to act as ex officio member.
5. Attendance: The attendance of non-committee members at a committee meeting shall be at the discretion of the committee concerned.
6. Standing Committees:
  - a. Executive
  - b. Personnel
  - c. Finance (rev. 2015)

#### CHAPTER IX: SIGNING OFFICERS

1. The signing officers of TransSask Support Services Inc. shall be appointed by the Board of Directors and authorized by a Board motion.
2. The authorized signing officers shall include any of the members of the Board of Directors or staff.
3. Any cheques shall require the signature of two of the authorized signing officers, one of whom must be a Board Member.

#### CHAPTER X: FISCAL YEAR

The fiscal year of TransSask Support Services Inc. shall begin January 1<sup>st</sup> of each calendar year, and end December 31<sup>st</sup> of the same year.

#### CHAPTER XI: AMENDMENT OF BYLAWS

1. Proposal: Any member of TransSask in good standing may submit to the Secretary of TransSask a written proposal to amend the Bylaws.
2. Procedure: Any bylaw of TransSask shall be amended at any General Meeting by a two-thirds vote of the members present and voting, provided that the proposed amendment has been presented in writing to the Secretary and circulated to the members at least twenty-one (21) days before the General Meeting in which the vote on the proposed amendment is to take place.

## CHAPTER XII: MEMBERSHIP

1. TransSask Support Services Inc. is a membership corporation (Article 5 of the Articles of Incorporation).
2. Membership in TransSask is open to all individuals and organizations who share the Vision of TransSask as outlined in the Vision Statement.
3. Definition of a Member: A member of TransSask is anyone who has paid or been granted their membership as established by the Board of Directors, who is in agreement with the objectives of the Organization, and who abides by the bylaws, policies, and code of ethics of TransSask. Members shall act in the best interests of the organization.
4. All Members are subject to the approval of the Board of Directors.
5. Classes of Membership, as outlined in Schedule 1 (re Article 2) of the Articles of Incorporation, include:
  - a. Individual Membership, the members of which shall be entitled to one (1) vote at all meetings of the members;
  - b. Organizational Membership, the members of which shall be entitled to the same rights as Individual Members, but shall not be entitled to be elected as Directors.
6. Member in good standing: A member in good standing is a member whose membership dues are current, and whose membership has not been revoked by the Board of Directors.
7. A member may have their membership revoked if they is found to not be acting in the best interest of the Organization. Membership can only be revoked by a 2/3 vote by the Board of Directors. That member has the right to appeal their membership suspension to a General Meeting where 2/3 of those present must vote to remove their membership. (rev. 2015)

8. Duration of Membership: The membership period shall be one year, renewable on the last day of the month in which a membership expires for all individual, and organizational members.
9. Membership Transfer: Membership to TransSask is non-transferable (Article 3 of the Articles of Incorporation).
10. Membership Fees: Membership fees will be set by the Board of Directors.

## CHAPTER XIII: MEETINGS

### 1. Annual General Meeting

- a. There shall be an Annual General Meeting of TransSask Support Services Inc. within 4 months after the end of the fiscal year (December 31), at which: (rev. 2015)
  - i. an audited/reviewed financial statement shall be presented;
  - ii. auditors shall be appointed;
  - iii. Board Members are elected;
  - iv. Bylaw changes shall be put forward to the membership to vote upon; (rev. 2015)
  - v. and any other business shall be conducted as deemed necessary by the Board of Directors or by the general membership.
- b. Members shall be given at least twenty-one (21) days written notice of the meeting through email or another appropriate way of communication.
- c. Quorum at an Annual General Meeting shall be the number of Members attending but no less than three Members. (rev. 2015)

### 2. General Meetings

- a. A general meeting of TransSask may be convened by the Board of Directors or by the written request of at least three (3) members in good standing.
- b. Members shall be given at least twenty-one (21) days notice of the meeting.
- c. Quorum at a General Meeting shall be the number of Members attending but no less than three Members. (rev. 2015)
- d. The purpose of a General Meeting shall be to address issues of an urgent nature.

### 3. Special General Meeting.

- a. A Special General Meeting may be convened by the Board of Directors or by the written request of at least (3) members in good standing

- b. The business of an SGM shall reflect any or all of the business of an Annual General Meeting as outlined in XIII.1, therefore distinguishing itself from a “General Meeting.”
  - c. Quorum at a General Meeting shall be the number of Members attending but no less than three Members. (rev. 2015)
4. Meetings of the Board of Directors
- a. Meetings of the Board of Directors shall be held at least quarterly.
  - b. The quorum shall be a simple majority (ie. More than 50% of the number of Board Members) of the Board of Directors. Quorum is required to vote on any motion.
  - c. The Co-Chairs shall give seven (7) days notice to the elected Directors when a meeting of the Board of Directors is scheduled.
  - d. The attendance of non-Board members at the meeting of the Board of Directors shall be at the discretion of the Board of Directors.
5. Emergency Board Meetings
- a. When time sensitive decisions must be made that could not have been foreseen at a previous board meeting and cannot wait until the next scheduled meeting, a board member may call an emergency board meeting of which all board members must be informed and given a reasonable amount of time to respond.
  - b. These meetings can be made
    - i. in person with minutes taken OR
    - ii. by electronic audio and/or video communication (ie: phone, Skype, etc.) with minutes taken OR
    - iii. by email through which decisions made are officially passed at the next scheduled meeting.
  - c. Quorum for Emergency Board Meeting is a simple majority of all board members.

## CHAPTER XIV: ELECTIONS

1. All members of TransSask in good standing shall be eligible to cast one (1) vote in any election.
2. Voting Procedure
  - a. Voting shall take place by secret ballot.
  - b. Repealed, 2015
  - c. Voters cannot approve a number of candidates that exceeds the number of available seats on

the Board of Directors. (rev. 2015)

- d. The first seat on the board of Directors will be given to the candidate who received the most votes. The next seat will be given to the candidate who received the next highest number of votes, and so forth until all available seats have been filled.
  - e. In the event that a tie should result in a number of approved candidates in excess of the number of available seats, a second vote will be held in order to choose between the tied candidates. The candidate who wins simple majority in the second vote will be declared the holder of the seat.
  - f. Only those candidates who have received a simple majority of votes (ie. More than 50% of the number of votes) can hold office.
3. Proxies: Every Member entitled to vote at a meeting of the Membership may, by means of proxy, appoint another member to attend and act at the meeting to the extent and with the power conferred by the proxy. The member shall submit a written proxy containing:
- a. Their printed name
  - b. Their signature
  - c. The name of the member being authorized to exercise their vote
  - d. The date of the meeting for which the proxy will be valid.

The proxy must be deposited with a member of the Board no later than twenty-four (24) hours before the appointed time of the meeting. No member shall wield in excess of two (2) proxy votes at any given meeting.

## CHAPTER XV: DISSOLUTION

1. Procedure: The dissolution of TransSask Support Services Inc. shall occur by a two-thirds majority vote of those members present and voting at a General Meeting, providing that the proposed motion has been presented in writing to the Secretary and announced to the members by the Secretary at the previous General Meeting or circulated to the membership at least twenty-one (21) days prior to the meeting in which the vote on the proposed dissolution is to take place.
2. Asset: In the event of the dissolution of TransSask, any remaining assets of the organization shall be given to an appropriate registered membership or charitable corporation as selected by the Board of Directors. (Article 7 of the Articles of Incorporation)

## CHAPTER XVI: EFFECTIVE DATE OF BYLAWS AND SUBSEQUENT AMENDMENTS

Original date of Incorporation was: August 30, 2012

Bylaws approved by membership: April 4, 2014

Amendments approved by membership: April 4, 2015