BYLAWS of LEADERSHIP SASKATOON INC.

Revised November 2018

TABLE OF CONTENTS

1.0 INTERPRETATION 2
1.1 Definitions 2

2.0 MEMBERSHIP 3
2.1 Who are the Members 3
2.2 Eligibility for Membership 3
2.3 Membership Obligations 3
2.4 Ceasing to be a Member 3

3.0 MEETINGS OF MEMBERS 4
3.1 General Meetings 4
3.2 Annual General Meetings 4
3.3 Notice of Annual General Meeting 4
3.4 Board Chair 4
3.5 Quorum 5
3.6 Minutes of Meeting 5
3.7 Entitlement to Vote 5
3.8 Method of Voting 5

4.0 DIRECTORS 5
4.1 Election of the Board of Directors 6
4.2 Term of Office 6
4.3 Function 7
4.4 Meetings 7
4.5 Remuneration 8
4.6 Ceasing to be a Director 8
4.7 Interim Appointment of Directors 8

5.0 OFFICERS OF THE BOARD 9

6.0 STANDING COMMITTEES 9

7.0 BANKING AND FINANCES 9
7.1 Accountability 9
7.2 Donations 10

8.0 FISCAL RESPONSIBILITY 10
8.1 Fiscal Year 10
8.2 Inspection of Books 10
8.3. Liquidation 10

9.0 AMENDMENTS TO BY-LAWS 10

Leadership Saskatoon Inc. is a registered charity that advances education by providing courses and workshops that focus on leadership development.

Revised November 2018	Proposed Revisions Nov 2026
1.0 INTERPRETATION	**1.0 INTERPRETATION**
1.1 Definitions	***1.1 Definitions***
In these By-Laws, unless the context otherwise requires: (a) "Charity" means "Leadership Saskatoon Inc." or "LS". (b) "Directors" or "Board of Directors" or "Board" means the current directors of the Charity. (c) "Income Tax Act" means Income Tax Act 149 (1). (d) "Official Donation Receipt" means the official receipt bearing the charity's registration number as a registered charity under the Income Tax Act. (e) "Registered Address" of a Member means their address as recorded in the Leadership Saskatoon database. (f) "Ex officio" means any meeting participant who is present because of their specific position in the organization. An "ex officio" member is non-voting, unless agreed upon by meeting participants.	In these By-Laws, unless the context otherwise requires: (a) "Leadership Saskatoon" shall also be referred to as "LS" (b) "Directors" or "Board of Directors" or "Board" means the current directors of LS. (c) "Income Tax Act" means Income Tax Act 149 (1). (d) "Official Donation Receipt" means the official receipt bearing LS's registration number as a registered organization under the Income Tax Act. (e) "Registered Address" of a Member means their address as recorded in the Leadership Saskatoon database. (f) "Registered Email Address" of a Member means their email address as recorded in the Leadership Saskatoon database. (g) "Ex officio" means any meeting participant who is present because of their specific position in the organization. An "ex officio" Member is non-voting, unless agreed upon by meeting participants. (h) "Founding Partners" means University of Saskatchewan, Saskatoon Community Foundation and Greater Saskatoon Chamber of Commerce.

2.0 MEMBERSHIP	2.0 MEMBERSHIP
2.1 Who are the Members The Members of the Charity are the applicants for registration of the Charity, and the alumni of the program and those persons who subsequently have become Members, in accordance with these By-Laws and, in either case, have not ceased to be Members.	***2.1 Who are the Members*** The Members of LS are the founding partners, current Board of Directors, the current cohort, alumni and current volunteers.
2.2 Eligibility for Membership Any alumnus of the Leadership Saskatoon program and any past or serving Director, or volunteer or current sponsor shall be a member of the Charity. Notwithstanding the foregoing, the Directors may at any time establish and modify criteria for membership in the Charity.	[text removed]
2.3 Membership Obligations A Member shall be in good standing if they comply with these By-Laws and any membership criteria established by the Board.	***2.2 Membership Obligations*** In order to affirm their continued membership, a Member must ensure that LS is provided with a current active email address, such that they may be contacted regarding Annual General Meetings and other proceedings of LS. A Member shall be in good standing if they comply with these By-Laws.
2.4 Ceasing to be a Member A person shall cease to be a Member of the Charity; (a) by delivering their resignation in writing to the Chairperson or by mailing or delivering it to the address of the Charity; (b) on their death.	***2.3 Ceasing to be a Member*** Effective January 1, 2027, membership in Leadership Saskatoon will be identified or confirmed on an annual basis using existing methods of Member identification. A person shall cease to be a Member of LS by email, using the Board Chair as the recipient of the resignation.

3.0 MEETINGS OF MEMBERS	3.0 MEETINGS OF MEMBERS
3.1 General Meetings General meetings of the Charity shall be held at such time and place in accordance with the bylaws, as the Directors may decide.	***3.1 General Meetings*** An Annual General Meeting shall be held at least once in every calendar year not more than 15 months after the holding of the last preceding annual general meeting. General meetings of LS shall be held at such time and place in accordance with the bylaws, as the Directors may decide.
3.2 Annual General Meetings An annual general meeting shall be held at least once in every calendar year not more than 15 months after the holding of the last preceding annual general meeting.	
3.3 Notice of Annual General Meeting Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business. Such notice shall be given to each Member either personally or sent by electronic mail not less than 14 days before the meeting. The members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. Non-receipt by any Member of any notice through error or omission shall not invalidate the proceedings at any meeting.	***3.2 Notice of Annual General Meeting*** Notice of an Annual General Meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business. Such notice shall be given to each Member either personally, posted on social media or sent by electronic mail using the Registered Email Address not less than 14 days before the meeting. The Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. Non-receipt by any Member of any notice through error or omission shall not invalidate the proceedings at any meeting.
3.4 Board Chair The Board Chair shall preside over all meetings of the Members. In the absence of the Board Chair and Board Vice Chair, the Members present shall, by simple majority, elect one of the Directors present at the meeting to act as Chairperson for the meeting.	***3.3 Board Chair*** The Board Chair shall preside over all meetings of the Members. In the absence of the Board Chair and Board Vice Chair, the Members present shall, by simple majority, elect one of the Directors present at the meeting to act as Chairperson for the meeting.

3.5 Quorum At any general meeting a quorum shall consist of at least 4 Directors.	***3.4 Quorum*** At any general meeting, including the Annual General Meeting, a quorum shall consist of at least 4 Directors.
3.6 Minutes of Meeting The minutes of every meeting of Members shall be recorded.	***3.5 Minutes of Meeting*** The minutes of every meeting of Members shall be recorded.
3.7 Entitlement to Vote Members shall be entitled to one vote. A member cannot appoint a proxy to vote.	***3.6 Entitlement to Vote*** Members shall be entitled to one vote. A Member cannot appoint a proxy to vote.
3.8 Method of Voting At any meeting of the Charity a resolution put to the vote at the meeting shall be decided by consensus, by show of hands or by ballot.	***3.7 Method of Voting*** At any meeting of LS a resolution put to the vote at the meeting shall be decided by simple majority. Voting methodology will be defined by the Chair.
4.0 DIRECTORS	**4.0 DIRECTORS**
1. The Board of Directors shall consist of up to, but not exceeding, 11 members, including: (a) Representation from each founding partner (to be appointed by each respective organization and submitted to the Chairperson). (b) Remaining Board Members will be recruited to stand for election based on representation from Leadership Saskatoon's membership as well as specific expertise, resources or skills necessary to bring strength and balance to the Board. 2. Current program participants are not eligible to serve on the Board of Directors. 3. Staff members shall serve ex officio on the Board of Directors.	***4.1 Composition of the Board of Directors:*** 1. The Board of Directors shall consist of up to, but not exceeding, 11 Members, including: (a) Representation from each founding partner. This representative may be appointed by each respective organization and submitted to the Chairperson. This Representative does not need to be elected at the Annual General Meeting. (b) Remaining Board Members will be recruited to stand for election based on representation from Leadership Saskatoon's membership as well as specific expertise, resources or skills necessary to bring strength and balance to the Board. 2. Current program participants are

	not eligible to serve on the Board of Directors. 3. Staff Members shall serve ex officio on the Board of Directors.
4.1 Election of the Board of Directors The Board of Directors shall establish an Elections Committee consisting of not less than 3 members of the Board. It shall be the duty of this Committee to conduct the election for the Board and generally attend to all details of the election. Officers of the Board of Directors shall be elected by the Board from among its membership.	***4.2 Election of the Board of Directors*** 1. The Board of Directors shall establish an Elections Committee consisting of not less than 3 Members of the Board. It shall be the duty of this Committee to conduct the election for the Board and generally attend to all details of the election. 2. The Election of the Board shall be conducted as part of the Annual General Meeting. 3. Nominations for Members of the Board will not be accepted at the Annual General Meeting. 4. Officers of the Board of Directors shall be elected by the Board from among its membership.
4.2 Term of Office 1. Of the (up to) eight Directors who hold office by virtue of being elected, all shall be elected for three-year terms, which will be staggered. Each elected Director may hold up to two consecutive three-year terms. Of the three Directors appointed by their organizations, each shall serve a three-year term. The Chair, and any other Executive positions, shall be two-year terms, with the opportunity for renewal up to two additional terms. Should the board term of the Chair not coincide with the Executive Term, the Chair may sit an extra year.	***4.3 Term of Office*** 1. Of the (up to) eight Directors who hold office by virtue of being elected, all shall be elected for three-year terms, which will be staggered. 2. Each elected Director may hold up to two consecutive three-year terms. 3. Of the three Directors representing the Founding Partners, each shall serve a three-year term. 4. The Chair, and any other Executive positions, shall be two-year terms, with the opportunity for renewal up to two additional terms. 5. Should the board term of the Chair not coincide with the Executive Term, the Chair may sit an extra year. 6. The Executive may at any time modify the term limits for the Board and Executive by simple majority.

4.3 Function	4.4 Function
The Board of Directors shall be responsible for: (a) Overall governance of organization by establishing and monitoring policies and programs and supporting development and effectiveness of Board of Directors. (b) Establishing strategic purpose and direction for the organization by participating in regular strategic planning and monitoring performance toward plan's results. (c) Ensuring the oversight of staff by hiring the Executive Director and monitoring performance toward general responsibilities and yearly objectives. (d) Resource oversight – planning, participation to secure and monitor necessary resources to support operations, programs and services. (e) Representing the organization and its programs and services to stakeholders, including community, funders and clients. (f) Ensuring financial health of organization through conformance to up-to-date fiscal policies and procedures and through ongoing analysis of financial reports and approval of annual budget. (g) Ensuring effective performance of organization's programs. (h) Ensuring regulatory conformance to federal, provincial, local and organization policies and procedures. (i) Identifying and managing risks. (j) The organization and functioning of the Board's Committees.	The Board of Directors shall be responsible for: (a) Overall governance of organization by establishing and monitoring policies and programs and supporting development and effectiveness of Board of Directors. (b) Establishing strategic purpose and direction for the organization by participating in regular strategic planning and monitoring performance toward plan's results. (c) Ensuring the oversight of staff by hiring the Executive Director and monitoring performance toward general responsibilities and yearly objectives. (d) Resource oversight – planning, participation to secure and monitor necessary resources to support operations, programs and services. (e) Representing the organization and its programs and services to stakeholders, including community, funders and clients. (f) Ensuring financial health of organization through conformance to up-to-date fiscal policies and procedures and through ongoing analysis of financial reports and approval of annual budget. (g) Ensuring effective performance of organization's programs. (h) Ensuring regulatory conformance to federal, provincial, local and organization policies and procedures. (i) Identifying and managing risks. (j) The organization and functioning of the Board's Committees.
4.4 Meetings	**4.5 Meetings**
1. Meetings of the Board of Directors shall be summoned: (a) When requested to do so by the Chair, or (b) When requested to do so by at	1. Meetings of the Board of Directors shall be held: (a) When requested to do so by the Chair, or (b) When requested to do so by at

least three members of the Board. 2. Such meetings shall occur at least quarterly. 3. Quorum for a Board of Directors meeting shall be four (4) Directors. 4. Every Board meeting shall have a scheduled *in camera* session.	least three Members of the Board. 2. Such meetings shall occur at least quarterly. 3. Quorum for a Board of Directors meeting shall be four (4) Directors. 4. Every Board meeting shall have a scheduled *in camera* session.
4.5 Remuneration No Director or officer shall be remunerated for being or acting as a Director or officer, but a Director may be reimbursed for expenses reasonably incurred while engaged in the affairs of the Charity.	***4.6 Remuneration*** No Director or officer shall be remunerated for being or acting as a Director or officer, but a Director may be reimbursed for expenses reasonably incurred while engaged in the affairs of LS.
4.6 Ceasing to be a Director A Director shall cease to be a Director if they: (a) resign their directorship by delivering a notice in writing to the address of the Charity; (b) becomes bankrupt; (c) is declared or becomes of unsound mind; (d) ceases to be a member; (e) is convicted of an indictable offence; (f) are removed by a vote of not less than 2/3 of the Board of Directors.	***4.7 Ceasing to be a Director*** A Director shall cease to be a Director if they: (a) resign their directorship by delivering a notice in writing to the email address of the Chair. (b) LS becomes bankrupt; (c) is declared or becomes of unsound mind; (d) ceases to be a Member; (e) is convicted of an indictable offence; (f) are removed by a vote of not less than 2/3 of the Board of Directors.
4.7 Interim Appointment of Directors The Board of Directors may establish an Elections Committee to seek interim Directors between Annual General Meetings. This process could be necessary should more than one Director cease to be a Director during their term. The Board of Directors by majority vote could thus appoint new Director(s) on an interim basis until the next Annual General Meeting.	***4.8 Interim Appointment of Directors*** The Board of Directors may establish an Elections Committee to seek interim Directors between Annual General Meetings. This process could be necessary should more than one Director cease to be a Director during their term. The Board of Directors by majority vote could thus appoint new Director(s) on an interim basis until the next Annual General Meeting.

5.0 OFFICERS OF THE BOARD The Officers of the Board shall consist of: (a) The Chair (b) The Vice-Chair (c) The Secretary (d) The Treasurer	**5.0 OFFICERS OF THE BOARD** The Officers of the Board shall consist of: (a) The Chair (b) The Vice-Chair (c) The Secretary (d) The Treasurer
6.0 STANDING COMMITTEES In addition to Board of Directors, the Board may establish standing committees with duties and powers as it deems to be in the interest of Leadership Saskatoon.	**6.0 STANDING COMMITTEES** In addition to Board of Directors, the Board may establish standing committees with duties and powers as it deems to be in the interest of Leadership Saskatoon.
7.0 BANKING AND FINANCES	**7.0 BANKING AND FINANCES**
7.1 Accountability (a) Use of Funds/Accountability Leadership Saskatoon funds shall be used only to fulfill the vision, mission and mandate of the Leadership Saskatoon as specified in the Leadership Saskatoon's bylaws. No funds may accrue to individual members of Leadership Saskatoon. (b) Financial Statements The Board shall present year-end financial statements in the annual report. (c) The Directors shall administer the funds and property of the Charity and shall designate the place at which the bank account of the Charity shall be kept. The Board shall designate two or more signing officers, one of which shall be a staff member. All cheques drawn upon the Charity's bank account shall be signed by two of the designated signing authorities.	***7.1 Accountability*** (a) Use of Funds/Accountability Leadership Saskatoon funds shall be used only to fulfill the vision, mission and values of Leadership Saskatoon as specified in the Leadership Saskatoon's bylaws. No funds may accrue to individual Members of Leadership Saskatoon such as interest on bank account(s) and/or rewards for the use of LS credit cards. (b) Financial Statements The Board shall present year-end financial statements in the annual report. (c) The Directors shall administer the funds and property of LS and shall designate the place at which the bank account of LS shall be kept. The Board shall designate two or more signing officers, one of which shall be a staff member. All cheques drawn upon LS's bank account shall be signed by two of the designated signing authorities. These same two designated authorities shall oversee and authorize the use of electronic banking when administering LS's funds and property.

7.2 Donations All donations made to the Charity shall be paid into the general bank account of the Charity and a receipt shall be given. Where the donation is deductible for income tax purposes in accordance with the Income Tax Act an Official Donation Receipt shall be given.	***7.2 Donations*** All donations made to LS shall be paid into the general bank account of LS and a receipt shall be given. [text removed]
8.0 FISCAL RESPONSIBILITY	**8.0 FISCAL RESPONSIBILITY**
8.1 Fiscal Year The fiscal year of the Charity shall end on June 30 in each year.	***8.1 Fiscal Year*** The fiscal year of LS shall end on June 30 in each year.
8.2 Inspection of Books The books of account, records and minutes of meetings of Directors and Members shall be open for inspection by any Member at any time during the business hours of the office of the Charity.	***8.2 Inspection of Books*** The books of account, records and minutes of meetings of Directors and Members shall be open for inspection by any Member at any time during the business hours of the office of LS.
8.3. Liquidation The Charity shall be liquidated or wound-up if at any general meeting a resolution for the liquidation of the Charity is passed by an ordinary resolution, provided that one month's notice of any such proposal has been given. All remaining assets shall be donated to an eligible donee as defined in subsection 149.1 of the Income Tax Act.	***8.3. Liquidation*** LS shall be liquidated or wound-up if at any general meeting a resolution for the liquidation of LS is passed by an ordinary resolution, provided that one month's notice of any such proposal has been given. All remaining assets shall be donated to an eligible donee as defined in subsection 149.1 of the Income Tax Act.
9.0 AMENDMENTS TO BY-LAWS These By-Laws may be amended or altered by a two-thirds vote of those present at any regular meeting of the membership, provided that notice of the proposed change of the proposed change has been given at least 4 weeks prior, or, with the sanction of the board, with notice given to the members of LS at least one week prior to the meeting at which the amendment is to be considered.	**9.0 AMENDMENTS TO BY-LAWS** These By-Laws may be amended or altered by a two-thirds vote of those present at the Annual General Meeting, provided that notice of the proposed change [text deleted] has been given at least 4 weeks prior, or, with the sanction of the board, with notice given to the Members of LS at least one week prior to the meeting at which the amendment is to be considered.