



READ SASKATOON BYLAWS

Article 1. Purposes

As set forth in the Articles of Incorporation, READ Saskatoon Inc. is organized exclusively for charitable and educational purposes. These purposes include:

- a) Addressing and supporting the advancement of literacy and learning in the community; and
- b) Providing a range of literacy services for adults and families through the work of staff, volunteers and community partners.

Article 2. Interpretation

2.01 Definitions

In this bylaw and all other bylaws and special resolutions of the READ Saskatoon Inc. board of directors, the following definitions apply:

- a) “Act” means *The Non-profit Corporations Act, 1995, c. N-4.2, Statutes of Saskatchewan, 1995*, together with the regulations made pursuant thereto and any statute or regulations enacted in substitute therefore, all as amended from time to time;
- b) “AGM” means the Annual General Meeting as described in Article 9.01 of the Bylaws;
- c) “Articles of Incorporation” means READ Saskatoon Inc.’s Articles of Incorporation under the *Act* as amended or restated from time to time;
- d) “Board” means the Board of Directors of READ Saskatoon Inc.;
- e) “Bylaws” means all bylaws of READ Saskatoon in effect at any given time;
- f) “Director” means any person elected or appointed to the Board, including the Chair;
- g) “Member” means a Member as defined in Article 5.01 of these Bylaws;
- h) “Officer” means any Officer listed in Article 7.01 of these Bylaws;
- i) “Policy” refers to any policy statements or documents or principles as ratified and amended from time to time as the Board may see fit;
- j) “READ Saskatoon” means READ Saskatoon Inc.; and
- k) “Special Meeting” means a special general meeting as described in Article 9.03 of these Bylaws.

2.02 General Interpretation

- a) All terms defined in the *Act* and which are not otherwise defined in the Bylaws shall have the same meaning given to such terms in the *Act*.
- b) The headings used in the Bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms.
- c) Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa.



Article 3. Fiscal Year

The fiscal year of READ Saskatoon shall end on the 31st day of March in each year.

Article 4. Offices and Location

The head office of READ Saskatoon shall be in the City of Saskatoon, in the Province of Saskatchewan, at such place therein as may from time to time be determined by the Board.

Article 5. Members

5.01 Representation and Membership

Members may be either:

- a) Individuals; or
- b) Organizations.

Members may not be paid staff or employees of READ Saskatoon without first obtaining Board approval.

5.02 Membership in Good Standing

A Member is in good standing when the Member:

- a) is 18 years of age or over (where the Member is an individual); and
- b) has completed a written application in a form prescribed by the Board; and

The Member:

- c) is a registered volunteer or adult learner with respect to programming provided by READ Saskatoon;
- d) has contributed, financially or otherwise, with respect to one of the programs provided by READ Saskatoon or to a fundraising event hosted by READ Saskatoon within the current fiscal year for READ Saskatoon;
- e) is a Director; or
- f) is approved by the Board.

5.03 Discipline of Member or Termination of Membership

The Board may discipline a Member or terminate a Member's membership for one or more of the following reasons:

- a) The Member failed to abide by the Bylaws;
- b) The Member disrupted meetings or functions of READ Saskatoon;
- c) The Member did or failed to do anything judged by the Board to be harmful to READ Saskatoon.



5.04 Rights and Privileges of Members

- a) Members are entitled to receive notices of and to attend at AGMs and Special Meetings;
- b) Members are entitled to vote at AGMs and Special Meetings;
- c) Each Member is entitled to one (1) vote at AGMs and Special Meetings;
- d) A Member who is an organization (as opposed to an individual) may appoint a designate with the authority to act on behalf of that Member for voting purposes;
- e) Members are entitled to a copy of the annual financial statement of READ Saskatoon which may be obtained upon request without charge.

Article 6. Board of Directors

6.01 Number of Directors

The affairs of READ Saskatoon shall be governed by a Board of Directors comprised of no less than 10 Directors and no more than 18 Directors who shall be elected by the Members of READ Saskatoon at READ Saskatoon's AGM.

6.02 Power of Board

The Board shall have the authority to exercise any powers prescribed by the *Act*, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding non-profit corporations and, without limiting the foregoing, shall have the following powers in particular:

- a) Promoting the objectives of READ Saskatoon;
- b) Promoting the Membership of READ Saskatoon;
- c) Maintaining and protecting READ Saskatoon's assets, property and investments;
- d) Approving an annual budget for READ Saskatoon;
- e) Ensuring all expenses for operating and managing READ Saskatoon are paid;
- f) Financing the operations of READ Saskatoon, borrowing or raising monies, and soliciting donations and grants;
- g) Making policies for governing the operations of READ Saskatoon;
- h) Approving all contracts for READ Saskatoon;
- i) Hiring employees and engaging agents;
- j) Setting remuneration and fees;
- k) Maintaining all accounts and financial records of READ Saskatoon;
- l) Appointing legal counsel as necessary;
- m) Suing and settling claims on behalf of READ Saskatoon;
- n) Making policies, rules, and regulations for operating READ Saskatoon and using its facilities and assets;
- o) Accumulating and reserving funds;
- p) Holding and disposing of real estate;



- q) Selling, disposing of or mortgaging any or all of the property of READ Saskatoon; and
- r) Without limiting the general responsibilities of the Board, delegating its powers and duties to committees or to the Executive Director of READ Saskatoon.

6.03 Accountability of Directors

- a) The Board and individual Directors represent the Membership of READ Saskatoon and are directly accountable to said Membership. Directors have a fiduciary duty and a duty of care to READ Saskatoon. Part of fulfilling these duties requires the Directors to ensure the good management of the organization, that resources of the organization are being used to further its charitable purpose, and that its property is protected and conserved.
- b) Every Director of READ Saskatoon shall avoid conflicts of interest and shall exercise the powers and discharge the duties of his/her office honestly, in good faith and in the best interests of READ Saskatoon, and in connection therein shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

6.04 Terms of Directors

Directors shall hold office for a term of two (2) years. No Director shall be eligible to serve more than three (3) consecutive terms. A Member who has served three (3) full consecutive terms shall not be eligible to serve again as a Director before the passing of two (2) years. The Board may approve the extension of a term for a maximum of two (2) years over and above the maximum of three (3) consecutive terms where there are extenuating circumstances or to provide continuity or to fill an empty position.

6.05 Vacancies

- a) Subject to Section 6.05(b), vacancies shall be filled by majority vote of the remaining members of the Board for the unexpired term.
- b) The Board cannot fill a vacancy when it results from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by law; such a vacancy must be filled by the Members.
- c) A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected.

6.06 Removal of Directors

The Members may, by ordinary resolution at a Special Meeting called for that purpose, remove any Director from office.

6.07 Resignation

Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the later of the time the resignation is sent to READ Saskatoon or at the time specified in the resignation. No acceptance of such resignation shall be necessary to make it effective.

6.08 Board Meetings



- a) Meetings of the Board, regular or special, may be held at such place within or without the Province of Saskatchewan and upon such notice as may be prescribed by resolution of the Board.
- b) The Board shall hold at least four (4) regular meetings a year, but may meet more frequently if circumstances require.
- c) Directors shall be provided with notice of meetings at least 48 hours in advance of the scheduled meeting.
- d) Unless a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called, attendance of a Director at a meeting of Directors is deemed to be a waiver of notice of the meeting.
- e) The Board shall initiate removal proceedings under Article 6.06 against any Director who fails to be present for at least two-thirds (2/3) of all Board meetings within the fiscal year unless the Director's absence from meetings was previously approved by the Board Chair. Likewise, the Board shall initiate removal proceedings under Article 6.06 against any Director who fails to be present for at least two-thirds (2/3) of committee meetings within the fiscal year of which they are member unless the Director's absence from meetings was previously approved by the Committee Chair.

6.09 Quorum of Directors and Action by the Board

Unless a greater proportion is required by law, a majority of Directors in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which quorum is present shall be the act of the Board.

6.10 Meetings by Conference Telephone

Unless otherwise restricted by law or the Articles of Incorporation or these Bylaws, if all Directors consent, any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference call or by any other means by which all persons participating in the meeting can hear one another, and such participation shall constitute presence in person at the meeting.

6.11 Written Resolutions in Lieu of Meeting

A written resolution signed by all Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Board.

6.12 Voting

Each Director shall have one (1) vote. All voting at meetings shall be done personally and no proxy shall be allowed.

6.13 Compensation

Directors shall not receive any compensation from READ Saskatoon for services rendered as members of the Board, but Directors may be reimbursed for expenses incurred in the performance of their duties to READ Saskatoon, in reasonable amounts based on policies approved by the Board.



6.14 Financial Disclosure

- a) The Directors shall place before the Members at every AGM:
 - i) Financial statements for the year ended not more than four (4) months before the AGM;
 - ii) The report of the external auditor, if any; and Any further information respecting the financial affairs of READ Saskatoon.
- b) The Directors shall approve the financial statements and shall evidence their approval by the signature of one or more Directors.
- c) No financial statement shall be released or circulated unless it has been approved by the Directors and is accompanied by the report of the external auditor, if any.
- d) READ Saskatoon shall, not less than 15 days before each AGM, publish a notice stating that a copy of its financial statements and report of the external auditor, if any, are available at the registered office of READ Saskatoon to be examined during the usual business hours of READ Saskatoon by any person and that person may make copies free of charge.

Article 7. Officers

7.01 General

The Officers of READ Saskatoon shall be Chair, Vice-Chair, Treasurer, and Secretary and any other position the Board determines is necessary from time to time. The Officers shall be elected from amongst the Directors by the Board at the first regular Board meeting held after the AGM.

7.02 Term of Office

- a) The Officers of READ Saskatoon shall be elected for two (2) year terms at the first regular Board meeting held after the AGM. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected or appointed.
- b) A Director who has served two (2) consecutive terms as an Officer shall not be eligible to serve again as an Officer before the passing of two (2) years.
- c) The Board may approve the extension of a term for a maximum of two (2) years over and above the maximum of two (2) consecutive terms where there are extenuating circumstances or to provide continuity or to fill an empty position.

7.03 Powers and Duties

The powers and duties of the officers of READ Saskatoon shall be as follows:

- a) **Chair:** The Chair shall preside at the meetings of the Board and all general meetings of the Membership. In the absence of paid staff, the Chair shall ensure the supervision and administration of the business and affairs of READ Saskatoon. The Chair shall play a major role in resource development and in representing READ Saskatoon within and outside the community. The Chair, as well as any other Officer or staff person of READ Saskatoon authorized by the Board, may sign any deeds, bonds, mortgages, or other instruments and enter into agreements necessary to fulfil the purposes of READ Saskatoon,



except where these Bylaws or policies adopted by the Board require the signature of some other Officer or agent of READ Saskatoon. The Chair shall communicate to other Officers or to the Board such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of READ Saskatoon, and, subject to the supervision of the Board, shall perform all duties customary to that office. The Chair shall also perform such other duties as may be requested from time to time by the Board.

- b) Vice-Chair: In case of the absence of the Chair, or of his/her inability from any cause to act, the Vice-Chair shall perform the duties of the Chair. Like the Chair, the Vice-Chair shall play a major role in resource development and in representing the organization within and outside the community. The Vice-Chair shall also perform such other duties as may be requested from time to time by the Chair or the Board.
- c) Treasurer: The Treasurer shall be responsible for overseeing the financial management of READ Saskatoon, including ensuring that all funds are recorded, spent and monitored consistent with funder requirements, legal requirements and sound financial management. The Treasurer shall present at each AGM a financial statement reviewed or audited by a recognized accounting firm if required by the *Act*. The Treasurer shall also perform such other duties as may be requested from time to time by the Chair or the Board.
- d) Secretary: The Secretary shall be responsible for keeping an accurate record of all meetings of the Board and the Members, seeing that notices are duly given in accordance with these Bylaws or as required by law, and in general performing all duties customary to the office of Secretary and such other duties as may be requested from time to time by the Chair or the Board.

7.04 Executive Director

- a) The Board may appoint an Executive Director to manage the affairs of READ Saskatoon under the general direction of the Board. The Executive Director shall hold office at the pleasure of the Board or until he/she resigns the office.
- b) The Executive Director shall be entitled to receive notice and attend all meetings of the Board and its committees.
- c) The Executive Director will be evaluated by the Board for performance no less than annually.

Article 8. Committees

8.01 Committees of Directors

The Board, by resolution adopted by a majority of Directors, may designate and appoint one or more committees, each including at least one or more Directors, which committees shall have and exercise the authority of the Board in the governance of READ Saskatoon. However, no committee shall have the authority to amend or repeal the Bylaws, elect or remove any officer or Director, adopt a plan of merger or authorize the voluntary dissolution of READ Saskatoon.

8.02 Audit and Finance Committee



The Audit and Finance Committee is responsible for ensuring that READ Saskatoon's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that READ Saskatoon is in good financial health. The Audit and Finance Committee shall be composed of at least three (3) Directors, a majority of whom are not Officers or employees of READ Saskatoon.

8.03 Other Committees and Task Forces

The Board may create and appoint Members to committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board and shall give advice and make non-binding recommendations to the Board.

8.04 Terms of Office

Each member of a committee shall serve for a minimum of one (1) year and a maximum of five (5) years. The Board may approve the extension of a term for a maximum of two (2) years over and above the maximum of five (5) years where there are extenuating circumstances or to provide continuity or to fill an empty position.

8.05 Vacancies

Vacancies in the membership of committees may be filled by the chair of the committee.

8.06 Committee Rules

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules or policies adopted by the Board.

Article 9. Meetings

9.01 Annual General Meeting

The AGM of READ Saskatoon shall be held in the month of June of each year. The Board shall set the place, day and time of the meeting. The Secretary shall publish a notice at least once in each of the three (3) consecutive weeks preceding the AGM in a newspaper or newspapers circulated in the municipalities in which the majority of the Members reside. This notice shall state the place, date and time of the AGM and any business requiring a special resolution.

9.02 Presiding Officer of the AGM

The Chair of the Board shall chair the AGM of READ Saskatoon. The Vice-Chair shall chair the AGM in the absence of the Chair.

9.03 Special Meetings

The Chair may call a Special Meeting of Members at any time, and shall call such a meeting upon the written request of at least 5% of the Members. Such a request must be submitted in writing to the Secretary and shall state the purpose of such a meeting. Such meetings shall be scheduled within 60 (sixty) days of the receipt of the request at a date, time and place as determined by the Board.



9.04 Business Transacted at Meetings

All business transacted at a Special Meeting of Members or at an AGM, other than the consideration of financial statements and an external auditor's report, elections of Directors, reappointment of an incumbent auditor, and the consideration of bylaws submitted by the Directors to the Members for confirmation is deemed to be special business. No special business may be transacted at a meeting of Members unless the notice of meeting stated the nature of business in sufficient detail to permit Members to form a reasoned judgment thereon.

9.05 Quorum

Quorum at the AGM and Special Meetings shall be the attendance of at least ten (10) Members, including at least four (4) Directors.

9.06 Failure to Reach Quorum

The Chair shall adjourn the AGM or Special Meeting of READ Saskatoon if quorum is not present within one-half (1/2) hour after the time set for the meeting. If the meeting is adjourned, the AGM or Special Meeting will be re-scheduled for seven (7) to fourteen (14) days later at a place, day and time determined by the Members present at the time.

9.07 Voting

Voting at AGMs or Special Meetings shall be by a show of hands, except where a ballot is requested by any Member entitled to vote at the meeting. In the case of an equality of votes, the chair shall not be entitled to a second or casting vote and the motion shall be deemed to have failed. All voting at meetings shall be done personally and no proxy shall be allowed.

9.08 Conduct of Meetings

The conduct of meetings shall be governed by the latest revised edition of *Roberts Rules of Order*.

Article 10. Amendments to Bylaws

- a) The Directors may, by resolution, make, amend or repeal any Bylaws that regulate the activities and affairs of READ Saskatoon.
- b) The Directors shall submit a bylaw, or an amendment or repeal of a bylaw, to the next meeting of Members and the Members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- c) A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of Directors until confirmed, confirmed as amended or rejected by the Members.
- d) If a bylaw, or any amendment or repeal of a bylaw is rejected by the Members or is not submitted to the next meeting of the 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 the Members.



Article 11. Indemnity and Insurance

11.01 Indemnity

- a) READ Saskatoon shall indemnify and save harmless every:
- i. Director and former Director;
 - ii. Member and former Member; and
 - iii. Officer and former Officer,
- and their respective heirs, executors, administrators and personal representatives, from and against:
- iv. all claims, losses, damages (direct, indirect, consequential or otherwise), suits, judgments, causes of action, legal proceedings, executions, demands, penalties or other sanctions of every nature and kind whatsoever, whether accrued, actual, contingent or otherwise, and any and all costs arising in connection therewith including legal fees and disbursements on a solicitor and his own client basis (and also including all such legal fees and disbursements in connection with any and all appeals and associated costs, charges and expenses (including any amount paid to settle an action or satisfy a judgment) which such person sustains or incurs or which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her to be done in or about the execution of the duties of his or her office; and
 - v. all other costs, charges and expenses which such person sustains or incurs in respect of or in relation to the affairs of READ Saskatoon, except the costs, charges or expenses occasioned by his or her own willful neglect or default.
- b) The indemnity authorized by this Section 11.01 shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which the person seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Section.
- c) The indemnification set out in Section 11.01 will not apply to any Director or Officer who is acting outside their authority as set out in the Bylaws and Articles of Incorporation, or contrary to their duties as set out in the *Act*.
- d) Directors or Officers may rely on the accuracy of any statement or report prepared by the auditor of READ Saskatoon. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

11.02 Insurance

READ Saskatoon shall, if the same is available on commercially reasonable terms, obtain director's and officer's liability insurance (and/or commercial general liability insurance) in such amounts and upon such terms as the Board may determine.

Article 12. Miscellaneous

12.01 Contracts and Other Documents



The Board may authorize the Chair or the Executive Director to enter into contracts or to execute and deliver other documents and instruments on READ Saskatoon's behalf. Such authority may be invested in other Officers, agents or staff of READ Saskatoon from time to time for specific purposes.

12.02 Distribution of Assets on Dissolution

Subject to the provisions of the *Act*, in the event of dissolution of READ Saskatoon, its property and assets shall, after payment of all liabilities, be distributed in accordance with the liquidation provisions of the Articles of Incorporation.

THIS BYLAW HAS BEEN ADOPTED BY THE BOARD THIS 31st DAY OF MAY, 2017.

Chair of the Board

Secretary of the Board

THIS BYLAW HAS BEEN RATIFIED BY THE MEMBERS THIS ____ DAY OF _____, 2017.

Chair of the Board