



E2S – Edmonton 2 Spirit Society

BYLAWS

(Amended March 15th, 2021)

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VISION

Two Spirit peoples are recognized, respected, and engaged in an integral manner, within Indigenous communities and society at large.

MISSION

To re-establish and enhance our traditional roles and responsibilities as Two Spirit people in Indigenous communities while creating supportive environments within all societies for contemporary Two Spirit peoples.

MANDATE

Provide social, health, and/or cultural programs and services primarily for our 2Spirit, IndigiQueer and/or Indigenous LGBTQIA+ communities
Foster networking, knowledge exchange, training and mentoring between 2Spirit, IndigiQueer and/or LGBTQIA+ community members and leadership
Increase access to public services for Indigenous trans and non-binary people, gender non-conforming and gender diverse individuals
Provide a community gathering space and resources for 2Spirit, IndigiQueer and/or Indigenous LGBTQIA+ community members
Organize and promote 2Spirit, IndigiQueer and/or Indigenous LGBTQIA+ community celebrations
Create gender affirming spaces within ceremonial settings

INTRODUCTION

A bylaw relating generally to the transaction of affairs of the E2S - Edmonton 2 Spirit Society BE IT ENACTED as a bylaw of the E2S - Edmonton 2 Spirit Society (hereinafter known as “E2S”), as follows:

ARTICLE I – AMENDMENT OF BY-LAW

Section 1 In the future, the bylaws of the E2S can only be changed by a special resolution of the members.

ARTICLE II – MEMBERSHIP

Section 1 Regular voting membership in the E2S shall be open to any individual, as defined below and subject to the following criteria:

(1) 2 Spirit person:

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- a. Must be of Indigenous descent and self-identified as gender and/or sexually diverse and/or transcending their nations traditional binary roles.
- b. Must be a minimum of eighteen (18) years of age; and,
- c. Must first pay an annual membership fee as defined in Article III.

(2) Family member of a 2 Spirit person:

- a. Must be an immediate or extended family member of a 2 Spirit person.
- b. Must be a minimum of eighteen (18) years of age; and,
- c. Must first pay an annual membership fee as defined in Article III.
- d. Must be a partner (significant other) of a 2 Spirit person (regardless, whether this couple, triad etc. is recognized legally or not)

Section 2 Affiliated non-voting membership in the E2S shall be open to any group, agency, organization, or company as defined below and subject to the following criteria:

- a. May or may not be a registered profit or not-for-profit group, agency, organization, or company under the laws of the Province of Alberta or the laws of Canada.
- b. Must be supportive of the E2S and provide written documentation of that support to the Board of Directors of the E2S.
- c. Must be situated within the City of Edmonton in the Province of Alberta; and,
- d. Must first pay membership fees as defined in Article III.

Section 3 Regular and affiliate members will be granted membership into the E2S by a two-thirds (2/3) majority vote of the Board of Directors at its next regular meeting after having received such an application and will notify the applicant, in writing, of its decision in this regard.

Section 4 Any member may be suspended or terminated according to any of the following conditions:

- a. failure to pay their annual membership fee within two (2) months of the annual general meeting; and,
- b. behaviors as defined by the Board of Directors which undermine or are detrimental to the purpose and objectives of the E2S.

Notice of intent to suspend or terminate membership shall be delivered via mail or email to the last known email/address of the member, thirty (30) days prior to the date when the decision will be made by the Board of Directors. A suspension/expulsion must be passed by a two-thirds (2/3) majority vote at a regularly scheduled general board meeting of the Board of Directors.

The Board of Directors will consider the severity of the act or conduct in determining the length of the suspension/expulsion. Such members shall be given the opportunity to be heard at the meeting of the Board of Directors. Such suspension/expulsion is subject to appeal at the next annual general of the E2S,

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and the member so affected is afforded the opportunity to be heard at such a meeting.

Section 5 Upon expiry of the suspension/expulsion period, the affected member may reapply for membership. Such members applying for reinstatement into the E2S shall be subject to the same application process as new members. The Board of Directors may impose additional terms and conditions prior to reinstatement into the E2S.

Section 6 Upon reinstatement into the E2S, the member will be eligible to receive applicable membership benefits.

Section 7 Any member may resign from the E2S by sending a written or electronic notice of resignation or intent to do so by regular mail or email to the President of the E2S.

ARTICLE III – MEMBERSHIP FEES

Section 1 The annual membership fee for each member shall be such an amount as the members at an annual general meeting may determine from time to time.

Section 2 Annual membership fees shall be due and payable no later than the day of the annual general meeting.

Section 3 No regular member shall be entitled to vote at any meeting unless the annual membership fees of the member have been paid in full prior to the date of such meeting.

Section 4 Annual membership shall be deemed to commence on the day of the annual general meeting of that current year and carry onto the day of the following year's annual general meeting.

Section 5 Membership applicants shall pay the full fees for the year in which they are accepted as members.

Section 6 No membership fees within a membership year shall be reimbursed for any purpose upon acceptance of a member into the E2S.

Section 7 When there is a zero (0) membership fee in place, membership will engage in volunteering with E2S in lieu of a membership fee.

ARTICLE IV – ANNUAL GENERAL MEETINGS

Section 1 There shall be an annual general meeting of the members of the E2S held each calendar year and shall not be held no later than the 30th day of June in each year and no later than 15 months after the holding of the preceding annual general meeting.

Section 2 Annual general meetings of the members of the E2S shall be convened at such places in amiskwaciwâskahikan as shall be determined by the Board of Directors.

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- Section 3** Notice of special business for the annual general meeting of the members shall contain the necessary information for the regular members to make informed decisions.
- Section 4** The annual general meeting information kits (including a notice of meeting) shall be forwarded by mail or email to the last known email/address of each member no less than twenty-one (21) days prior to the annual general meeting taking place.
- Section 5** Each member of the E2S shall be entitled to attend all the meetings of the E2S; however, only regular members shall be entitled to vote.
- Section 6** No delegate shall be allowed to register as a delegate at any meeting without first having presented to the Secretary or designate, an instrument in writing, in form satisfactory to the Secretary or designate of the E2S attesting to the name of the delegate and the decision to accept or reject the delegate by the Secretary or designate of the E2S, shall be conclusive provided that such decision be made in good faith.
- Section 7** The President of the E2S or designate shall preside as chairperson at all meetings of the E2S.
- Section 8** At the commencement of any annual general meeting, the Chairperson shall receive from the Secretary or designate of the E2S, a report of the number of regular members whose credentials have been approved.
- Section 9** Ten (10) voting members personally present at an annual general meeting shall be a quorum, and if within one-half hour of the time appointed for the holding of an annual general meeting a quorum shall not be present, the meeting shall stand adjourned for one week to the same time and place.
- Section 10** Business at the annual general meeting shall consist of receiving and considering reports from the Board of Directors; the audited financial statement from the auditor; electing new members to the Board of Directors; appointing the auditor for year; allow the general membership to set the annual goals for the E2S; create and appoint members to any committees which will be required to meet the goals of the E2S; and, transacting any other business which, by law, ought to be transacted at an annual general meeting or such other business as may be properly placed on the agenda for consideration.
- Section 11** Special resolutions for amendments to E2S bylaws shall be brought to the attention of the E2S no less than thirty (30) days prior to the annual general meeting in writing and shall be distributed to the membership in the meeting kits. Such resolutions shall be directed to the Vice President of the E2S or through such means as provided by E2S sixty (60) days in advance of the annual general meeting through electronic means and shall contain the following parts:
- a. a mover
 - b. a seconder

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- c. sufficient information as to ensure full description of the issue to be addressed and;
- d. a description of the proposed remedy, plan of action, fiscal resources, if any necessary to implement the resolution, suggested human resources and estimated timeline to meet the terms of the resolution.

Section 12

Resolutions for goal setting may be brought to the floor of the annual general meeting and shall contain the following parts:

- a. a mover
- b. a seconder
- c. sufficient information as to ensure full description of the issue to be addressed and;
- d. a description of the proposed remedy, plan of action, fiscal resources, if any necessary to implement the resolution, suggested human resources and estimated timeline to meet the terms of the resolution.

Section 13 The resolutions will be read and debated in such order as they are received.

Section 14 The delegates may approve the wording of the resolution or may amend the same to conform with the wishes of the assembly.

Section 15 Resolutions other than resolutions required to be special resolutions under the *Societies Act* (Alberta) shall be carried by two-thirds (2/3) majority vote.

ARTICLE V – VOTING AT AN ANNUAL GENERAL MEETING

Section 1 Each regular member shall be entitled to one (1) vote on each question and resolution submitted to the floor for vote.

Section 2 Except as otherwise provided in this bylaw, voting shall be by show of hands, or where requested by at least one (1) regular member, shall be by secret ballot.

Section 3 At each annual general meeting held in odd-numbered years, there shall be elected a President who shall be a member of the Board and who shall hold office until the election of a successor.

Section 4 The Chairperson shall not be entitled to vote except in the case of an equality of vote, in which case the Chairperson shall cast a deciding vote.

Section 5 In the case of any dispute as the admission or rejection of a vote, the decision of the Chairperson shall be final.

Section 6 All questions submitted for a vote at any meeting of the E2S shall be determined by a majority of the members entitled to vote unless otherwise provided by this bylaw or statute.

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ARTICLE VI – BOARD MEETINGS

- Section 1** General board meetings of the members of the E2S Board of Directors may be convened at any time by the instruction of the Co-Chair(s) or any executive member of the Board of Directors by notice with email at the last known email address of each member, delivered by email five (5) days prior to the date of such meeting.
- Section 2** Each member of the E2S shall be entitled to attend general meetings.
- Section 3** Five (5) voting board members personally present at a board meeting shall be a quorum, and if within one-half hour of the time appointed for the holding of a board meeting a quorum shall not be present, the meeting shall stand adjourned for one week to the same time and place
- Section 4** Voting at a board meeting shall be in accordance with the provisions of Article V of this Bylaw.

ARTICLE VII – SPECIAL GENERAL MEETINGS

- Section 1** Special General Meetings of the members of the E2S may be convened at such times and places as may be determined from time to time by the Board of Directors or upon written request of no less than twenty percent (20%) of the members in good standing by notice in writing delivered to the Secretary no less than thirty full days prior to the day appointed for such meeting, or by resolution of the Board. Notice to the members of the Special General Meeting shall be forwarded by email to the last known email address of each of the members no less than twenty-one (21) days prior to the special meeting to take place.
- Section 2** Notice of business for Special General Meetings of the members shall contain the necessary information required for the regular membership to make reasoned decisions.
- Section 3** Each member of the E2S shall be entitled to attend special meetings.
- Section 4** Ten (10) voting members personally present at a Special General Meeting shall be a quorum, and if within one-half hour of the time appointed for the holding of a special meeting a quorum shall not be present, the meeting shall stand adjourned for one week to the same time and place.

ARTICLE VIII – BOARD OF DIRECTORS

- Section 1** The affairs of the E2S shall be managed by the Board of Directors.
- Section 2** There shall be a Board of Directors of E2S that shall consist of up to ten (10) members, two of which shall be the Co-Chairs (previously known as President and Vice-President), who identify as 2Spirit and elected in accordance with the

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provisions of Article V, Section 3 thereof, eight (8) additional directors each of whom shall serve for a term of two years from the date of election. No less than seven (7) of the Directors shall be Indigenous people and shall self-identify as 2Spirit in accordance with Article II, Section 1 (1) a.

Section 3 The Board of Directors of the E2S shall serve without compensation. No Director of the Board shall be entitled to any profit or, to reimbursement for any wages lost in the performance of their duties. Reasonable expenses incurred by a Director of the Board in the performance of their duties may be reimbursed.

Section 4 A Director of the Board shall vacate their position if:

- a. they resign from their office by delivering written resignation to the Secretary or, in the absence of the Secretary, to the Executive Director of the E2S.
- b. at a special meeting of the E2S a resolution is passed by no less than two-thirds (2/3) of the members present and entitled to vote that they be removed from office.
- c. they served three (3) consecutive terms as a Director at large,
- d. they die.
- e. they become bankrupt or makes general assignment of their assets to creditors.
- f. they become of unsound mind or is found to be mentally incompetent or becomes incapable of managing their own affairs; or,
- g. their actions are found by the Board of Directors to be inconsistent with the vision and mission of the E2S and the Board of Directors so resolve.

Section 5 The Board of Directors shall have a regular meeting at least once in each quarter of the fiscal year, and in addition thereto may meet as often as the business of the E2S may require.

Section 6 Any Director failing to attend two (2) or more consecutive regular meetings of the Board of Directors other than for legitimate reasons, the particulars of which shall be communicated to the Secretary of the E2S in writing via email in a form satisfactory to the Board, may be removed from their position by resolution of the Board of Directors.

Section 7 The Board shall have the power to appoint any person to fill a casual vacancy occurring on the Board and any person so appointed shall hold office until the next annual general meeting at which an individual will be elected by the membership to fulfill the remaining office.

Section 8 Unless otherwise specified in the by-law, the rules of proceedings at any meeting of the Board of Directors shall be the same as those governing meetings of members of the E2S.

Section 9 The members shall appoint a non-voting Elder or Cultural Advisor to the Board of Directors to advise the Board of Directors on cultural matters on an annual basis.

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ARTICLE IX – DUTIES OF THE BOARD OF DIRECTORS

- Section 1** The Board of Directors shall exercise all powers of the E2S that are not by statute or this bylaw required to be exercised by the members of the E2S at an annual general meeting, special general meeting, or board meeting.
- Section 2** The Board of Directors may prescribe any rules or regulations relating to the management and affairs of the E2S as it deems necessary and expedient.
- Section 3** The Board of Directors of the E2S shall:
- a. ensure that the activities and deliberations of the Board of Directors are compatible with the vision and mission of the E2S.
 - b. ensure that all Directors of the Board practice financial restraint and accountability about travel arrangements and accommodations while on E2S business.
 - c. except in emergency situations, ensure that a Director of the Board provide a minimum of forty-eight (48) hours of notice to E2S when unable to attend a duly scheduled Board meeting, Council meeting and/or Sub-Council meeting.
 - d. ensure that all Directors of the Board contribute to the written annual report of the activities of E2S since the previous annual report was completed, to be presented to the membership at the annual general meeting; and
 - e. ensure that all Directors of the Board, while attending meetings on behalf of the E2S, comply fully with the timelines as set out in applicable agendas.
- Section 4** Directors of the Board shall serve on an E2S Council and/or Sub-Council as instructed by the Board of Directors and/or membership.
- Section 5** The Board of Directors may hire, engage or contract with individuals or companies who may be required to complete the business of the E2S.

ARTICLE X – EXECUTIVE COUNCIL (OFFICERS)

- Section 1** Executive Council members, being the Officers of the E2S, shall serve without remuneration and shall have and exercise all the powers and authority of the Board of Directors between regular Board meetings, provided that no action taken is contrary to any policy established or approved by the Board of Directors. All decisions, including those not covered by established policy and/or procedure, shall be reviewed and discussed by the Board of Directors at the next regularly scheduled Board meeting.
- Section 2** The Executive Council shall meet as necessary in the most cost-efficient manner with the quorum of three (3) of the four (4) Executive Council members along with the Executive Director of the E2S.
- Section 3** The Executive Council of the E2S shall be composed of the President, Vice-President, Treasurer and Secretary. The President and Vice-President shall serve as Co-Chairs, with equally shared duties and responsibilities.

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- Section 4** At the first meeting of the Board following each annual general meeting, the Board shall elect from amongst its number the following officers: Co-Chairs, Treasurer and Secretary.
- Section 5** An Executive Council member failing to attend two (2) consecutive meetings of the Executive Council without valid reason may be removed from their position by the Board of Directors.
- Section 6** A member of the Executive Council of the Board of Directors shall vacate their position if:
- a. they resign from office by written notification to the Secretary or, in the absence of the Secretary, the Executive Director of the E2S; and,
 - b. at an annual general or special general meeting of the E2S a resolution indicating their removal from office is passed by two-thirds (2/3) majority vote of the Board of Directors.
- Section 7** Notice of Executive Council vacancies shall be given to the membership as soon as one occurs or at least twenty-one (21) days prior to any regular or annual general meeting of the E2S.
- Section 8** A meeting of the Executive Council may be called by the Executive Director on the request/approval of no less than two (2) Executive Council members.

ARTICLE XI – DUTIES OF THE EXECUTIVE COUNCIL

- Section 1** The Executive Council shall ensure that all E2S resolutions and motions are accomplished and shall periodically review the progress made on such resolutions and motions.
- Section 2** The Executive Council shall ensure that all human resource policies are established and maintained and be responsible for reviewing all personnel matters presented by the President or the Executive Director.
- Section 3** The Executive Council and the Executive Director shall be signing officers of the E2S.
- Section 4** The President of the Executive Council shall be known as the President (Change to President/Co-Chair) of the E2S and shall chair all meetings of the members, the Board of Directors, and the Executive Council. The President shall be an ex-officio member of all committees and:
- a. shall ensure that each member of the Executive Council is performing tasks required of such committee member.
 - b. shall act as the spokesperson for the E2S to government and direct other Board members, Executive Council members and staff on the positions, which they may convey on behalf of the E2S.
 - c. shall be responsible for supervision of the Executive Director of the E2S.

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- d. shall be the chairperson of the Annual General Meeting planning committee.
- e. shall be at each regular meeting to provide a written report on their activities and a written annual report at the annual general meeting.
- f. shall preside as Chairperson at all meetings of the E2S, unless appoints a designate; and,
- g. shall be responsible for performing other such duties as deemed necessary from time to time by the Board of Directors.

Section 5 The Vice-President of the Executive Council shall be known as the Vice-President (Change to Vice-President/Co-Chair) of the E2S and shall be the chairperson of the Programs Committee, respecting that Committee's Terms of Reference, and:

- a. act in the capacity of the President of the E2S with all powers and authority of that office, in the absence of the President or when the President is unable or unwilling to act.
- b. under the direction of the President, shall ensure full and timely liaison with relevant government departments and organizations.
- c. under the direction of the President, shall engage in such negotiations with organizations or government as are deemed necessary and expedient by the Board of Directors; and,
- d. shall undertake such other duties and perform such tasks as are delegated to them by the President.

Section 6 The Treasurer of the Executive Committee shall be known as the Treasurer of the E2S and shall be the chairperson of the Finance Committee, respecting that Committee's Terms of Reference, and:

- a. shall ensure that all finance policies are established and maintained.
- b. shall receive all monies paid to the E2S and deposit such monies in accounts in such bank(s) as the Board of Directors may determine.
- c. shall ensure keeping of all books of the account of the E2S and make same available to the auditor in time for preparation of the annual audit.
- d. shall prepare a financial report for the fiscal year last ending prior to each annual general meeting for presentation to the members of the E2S at the annual general meeting, together with the audited financial statement.
- e. shall monitor all financial transactions of the E2S on a regular basis.
- f. shall present all quarterly financial statements at regular meetings of the Board of Directors.
- g. shall present an operational budget to the Board of Directors prior to the start of each fiscal year; and,
- h. discharge such other duties and functions as may be specified herein or assigned from time to time by the Board of Directors.

Section 7 The Secretary of the Executive Committee shall be known as the Secretary of the E2S and shall be the chairperson of the Annual General Meeting Planning committee, respecting that Committee's Terms of Reference, and:

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- a. shall ensure that minutes are kept for all meetings of the members of E2S, all meetings of the Board of Directors
- b. shall ensure that a database of all members is kept up to date.
- c. shall ensure safe keeping of all other records, documents and proceedings pertaining to all meetings of the E2S.
- d. shall ensure that all communications policies are established and maintained.
- e. shall develop and maintain a code of ethics for the E2S.
- f. shall ensure that all notices, correspondences, or other material required by the governing documents of the E2S are distributed and/or filed in an appropriate and timely manner; and,
- g. shall be custodian of the Corporate Seal of the E2S and the minute book of the E2S and affix the said Seal to all necessary documents when authorized to do so by the Board of Directors.

ARTICLE XII – COUNCILS

Section 1 Standing Councils of the E2S are as follows:

- a. Cultural Knowledge Keeper Council
- b. Matriarch Council
- c. Youth Council
- d. Governance Council
- e. Finance Council
- f. Education & Outreach Council
- g. AGM Council

Section 2 Councils of the E2S may be struck by the members of the E2S or by the Board of Directors by resolution. Membership of a Council shall be determined by resolution by which the Council is struck. Councils, struck for the purpose of carrying out the duties of the Board, shall comprise of at least one (1) member of the Board of Directors who shall serve on such Councils until the expiration of their term of office as Directors or until replaced by resolution of the Board of Directors.

Section 3 The duties of the Council shall be defined by each Council through the development of a Terms of Reference created by each Council and agreed on by the Board.

Section 4 Councils may only be disbanded by the constituting bodies which they were brought into existence.

Section 5 Councils must report to the body which brought them into existence, whenever that body meets. A Council may have its mandate or membership altered or be disbanded only by the body which brought it into existence.

Section 6 Members of all Councils of the E2S shall be reimbursed for all reasonable expenses incurred as members of the said Council where finances permit.

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Section 7 Membership to the Council shall be open to members of the E2S. The Youth Council members will be between the ages of sixteen (16) to twenty-nine (29).

The Councils represent a cross-section of the E2S membership and is also open to affiliate-members of E2S upon approval of the Councils on which they wish to sit. Councils will have a majority of 2Spirit identifying people as Council members. E2S staff can be a resource for the Councils.

Membership to the Council shall be made by nomination of any member of the Board of Directors of E2S, staff members of E2S, or by the Council members. Such nominations shall be discussed and approved by majority vote of the Council.

Section 8 Members of the Councils shall be known as Councillors and will have additional considerations as follows:

(a) That in order to qualify as a Councillor, they shall be and so continue to be throughout their term of office a member of the Council as defined in Article XII, Section 7. In the event that a Councillor should lose their qualification after their appointment by virtue of them ceasing to be for whatever reason, a member or staff of the E2S, they may be confirmed in office by the Council.

(b) A Council member shall vacate their position if they resign from their office by delivering a written resignation to the Secretary or one of the Co-Chairs of E2S.

(c) A Council member of the Youth Council shall vacate their position if they surpass the age of twenty-nine (29) and allow for new Council members to step forward into the role.

(d) The Youth Council shall have the option to invite a support person to attend meetings of the Youth Council. The support person to the Youth Council will facilitate discussion as needed and be a resource person on issues of interest to the Youth Council.

Section 9 The Councils shall be formally involved and provide input on all issues of the E2S.

Section 10 Responsibilities of the Councils shall be as follows:

(a) to bring together Council members, to consult with Elders and other resource people regarding concerns of 2Spirit people, the Council and E2S.

(b) to discuss and voice concerns, and advocate for 2Spirits.

(c) to promote and enhance cultural awareness and the identity of 2Spirit people.

(d) to provide representation for 2Spirit people in all parts of society.

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- Section 11 The Councils will have four (4) regular meetings annually, and in addition thereto may meet as often as the business of the Council may require, such meetings to be known as special meetings of the Councils.
- Section 12 The Councils and Councillors shall have additional duties as follows:
- (a) unless otherwise specified in this bylaw and the governing documents of the Council, the proceedings at any meetings of the Councillors shall be the same as those governing the meetings of the E2S Board of Directors.
 - (c) a special meeting of the Councillors may be called by the Chair of the Council on the written request of not less than five (5) Councillors and received via email at the last known email address of Councillors.
 - (d) in the case of an equality of votes, the chairperson shall cast the deciding vote.
- Section 13 Sub-Councils of the Councils will be structured in a way that is approved by majority vote of Councils. Sub-Councils will be formed to carry out the work of the Council.
- Section 14 In addition to the Council Policies and Procedures Manual, the Council will adhere to the Code of Ethics and policies and procedures of the E2S. The Councils will respect the autonomy of the members within the context of maintaining individual perspectives.

ARTICLE XIII – ADJOURNMENTS

- Section 1** Any meeting of the members of the E2S of the Board of Directors may be adjourned by the Chairperson from time to time to any other time and place, and any such business that may have been transacted at the original meeting can be done so at the new date and time adjourned to.
- Section 2** The Chairperson may adjourn any meeting because of limitations of time, lack of quorum or any other reason which, in their opinion, is reasonable.
- Section 3** Any meeting of the members of the E2S, the Councils or the Board of Directors may be adjourned notwithstanding the absence of quorum.
- Section 4** No notice shall be required of the resumption of an adjourned meeting.

ARTICLE XIV – STAFF

- Section 1** The Board of Directors shall employ an Executive Director who shall be responsible for directing staff and for making recommendations to the Executive Council on the hiring and firing of staff deemed necessary by the Board of Directors to realize the objectives of the E2S, and who will be responsible directly to the Board of Directors.

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- Section 2** The Executive Director shall be dismissed only by resolution of the Board of Directors
- Section 3** The remuneration of all agents and employees of the E2S shall be determined and ratified by motion of the Board of Directors.
- Section 4** Staff evaluations will be conducted as per human resource policies and procedures established by the Executive Council.

ARTICLE XV – LEGAL PROTECTION OF DIRECTORS AND OFFICERS

- Section 1** Subject to statutory provisions, no Director or Officer for the time being of the E2S shall be liable for facts, receipts, neglects or defaults of any other Director or officer, or of any employee of the E2S, or for joining in any receipt or act for the purpose of conformity, or for any loss, damage or expense happening to the E2S through the insufficiency or deficiency of security in or upon which any of the money of or belongings to the E2S shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any money or security or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of duties of his or her office or trust or in relation thereto unless the same shall happen by or through his or her own negligent conduct or wilful misconduct.
- Section 2** The Directors or Officers of the E2S for the time being shall not be under any duty or responsibility in respect of any contract, act or transaction, whether or not made, done or entered into in the name of, or on behalf of, the E2S except such as those that shall have been submitted to an authorized party and approved by the Board of Directors.
- Section 3** If any Director or Officer of the E2S should be employed by, or should perform services for, the E2S otherwise than as a Director or Officer, or should be a member of a firm or a stakeholder or Director or Officer of a company which is employed by or performs services for the E2S, the fact of his or her being also a Director or Officer of the E2S shall not disentitle such member or stakeholder or Director or Officer, or such firm or company, as the case may be, from receiving proper remuneration or compensation for such employment or services.
- Section 4** Subject to statutory provisions, any Director or Officer of the E2S or other person who has undertaken any liability on behalf of the E2S, or their heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the funds of the E2S from or against all costs, charges and expenses whatsoever which such Director, Officer or other person might sustain or incur in or about any action, suit or proceeding against them in respect of an act, deed, matter or thing whatsoever done, made or permitted by them in or about the execution of the duties of their office. However, no Director or Officer shall be indemnified by E2S for any of the foregoing

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arising from their negligent conduct or willful misconduct in the performance of their duties with the E2S.

ARTICLE XVI – CONFLICT OF INTEREST

Section 1 No Director shall be entitled to vote as a member of the Board of Directors on issues for which they are in a conflict of interest under the terms as set out by the Board of Directors.

Section 2 A Director shall be deemed to be in a conflict of interest if:

- a) they or any member of their immediate family has or potentially has, a monetary gain to be made from E2S whether such gain is direct or indirect; or
- b) they support either directly or indirectly or vicariously by reason of their membership in any organization views which are in direct opposition to the objectives of E2S.

Section 3 For the purpose of this Article a Director shall not be deemed to be in a conflict of interest by reason only on their, or their family's holding shares in a public corporation with which the E2S has business dealings.

Section 4 In the event that a conflict of interest arises that is deemed by the Board of Directors to be detrimental to the welfare of the E2S, the Director in such conflict shall be required to resign from the Board of Directors.

ARTICLE XVII – FINANCE AND BORROWING POWERS

Section 1 For the purpose of carrying out its objects, the E2S may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the E2S, and no case shall debentures be issued without the sanction of a special resolution of the E2S.

ARTICLE XVIII – AUDITORS

Section 1 An auditor shall be appointed by the members at every second annual general meeting and shall serve until a successor is chosen by the Board of Directors through a tendering process renewable every two (2) years and appointed by the members at the annual general meeting. The books, accounts, and records of the Treasurer of the E2S shall be audited at least once per year by the auditor. The auditor shall submit at every annual general meeting an audited statement of the E2S's financial position.

Section 2 The remuneration of the auditor shall be approved by the Board of Directors.

Section 3 In the event of the resignation, disqualification, or death of the auditor or, in the event of the auditor becoming, in the opinion of the Board of Directors, incapable of performing their duties, the Board of Directors may appoint another auditor in

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their place. Such an appointment shall be on the agenda at the next annual general meeting for ratification.

Section 4 Wherever and whenever possible the E2S will encourage the use of Indigenous auditors.

ARTICLE XIX – FISCAL YEAR

Section 1 The fiscal period for the E2S shall terminate on the 31st of March in each year or on such other date as the Board of Directors may by resolution determine.

Section XX – SIGNATURE AND CERTIFICATION OF DOCUMENTS

Section 1 Contracts, documents or other instruments in writing requiring a signature of the E2S shall be signed by any one (1) of either Co-Chairs, Secretary, Treasurer or Executive Director and all contracts, documents or instruments in writing so signed shall be binding upon the E2S without any further authorization or formality.

Section 2 The Board of Directors shall have the power to appoint an officer or officers on behalf of the E2S either to sign contracts, documents, or instruments in writing, generally, or to sign specific contracts, documents or instruments in writing.

Section 3 The Seal of the E2S, when required, may be affixed to contracts, documents or instruments in writing signed as aforesaid or, by an officer or officers appointed by a resolution of the Board of Directors.

Section 4 The term “contract, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of share, stocks, bonds, debentures or other securities and all paper writings.

ARTICLE XXI – CORPORATE SEAL

Section 1 The Seal of the E2S, an impression thereof is stamped, shall be in such form as prescribed by the Board of Directors and shall have endorsed thereupon the words “E2S - EDMONTON 2 SPIRIT SOCIETY”.

Section 2 The Seal shall be kept in custody of the Secretary of the E2S and shall be used only in the manner prescribed by the Board of Directors.

ARTICLE XXII – INSPECTION OF BOOKS AND RECORDS BY MEMBERS

Section 1 The books and records of the E2S may be inspected by members at the office of the E2S during such times as the office is normally open and giving reasonable notice for arranging a time satisfactory to the Treasurer.

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ARTICLE XXIII – DISSOLVING E2S - EDMONTON 2 SPIRIT SOCIETY

Section 1 By resolution of the Board of Directors or by the members of the E2S and passed by not less than three-quarters (3/4) majority vote of the delegates attending an annual or special meeting and entitled to vote, the E2S may be wound up.

Section 2 In the event of the dissolution of the organization, all the assets of the E2S remaining after the payments of any just debts shall be distributed to one (1) or more recognized Canadian charitable organizations having objectives the same or similar to those of E2S.

Section 3 E2S - Edmonton 2 Spirit Society does not pay any dividends or distribute its property among its Members.

Section 4 E2S - Edmonton 2 Spirit Society does not pay any dividends or distribute its property among its Members.

Section 5 If E2S - Edmonton 2 Spirit Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization within the E2S - Edmonton 2 Spirit Society territorial boundaries with objectives similar to E2S - Edmonton 2 Spirit Society.

Section 6 Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of E2S - Edmonton 2 Spirit Society.

ARTICLE XXIV – INTERPRETATIONS/DEFINITIONS

Section 1 In the bylaw and special resolutions of E2S the singular shall include the plural, the plural the singular; the word “person” shall include firms and corporations; and any gendered pronouns or masculine/feminine language changed to gender neutral language and pronouns.

Section 2 The following are definitions used in this Bylaw:

“Indigenous” shall mean anyone who is First Nations, Métis, or Inuit.

“2 Spirit peoples” shall mean Indigenous people who are identified as having diverse genders and sexualities than the cisheteronormative society and/or transcending their nations’ traditional binary roles. They were visionaries, healers, medicine peoples, historians, keepers of their nation's cultural traditions and were given leading roles in many spiritual and social ceremonies and who often took leading roles. Today, many are no longer in these roles because of Christian ideology condemning them as a people. They are working to restore their rightful roles. They transcend the binary boundaries imposed by European settlers.

“2 Spirit” or “Two-Spirit” is defined by E2S as follows: “2 Spirit (2S) are gifted among all beings because they transcend the boundaries set by the binaries of male and female. The Creator allows them to see life through the eyes of all

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genders, restoring gender fluidity and expression among our people. Traditionally, 2 Spirit were revered and held significant roles as visionaries, healers, medicines people and caregivers.

“Immediate family member” is defined as parents, siblings, brother-in-law, sister-in-law, children, and grandchildren of a 2 Spirit individual.

“Extended family member” is defined as maternal and paternal grandparents, uncles, and aunties and first cousins of a 2 Spirit individual.

“Partner” is defined as a significant other in the life of a 2 Spirit individual who is not unlike an opposite sex spouse in a heterosexual relationship.

“Liability” shall mean Directors of the Board being legally bound to, or responsible for, decisions, actions, activities, and employees of the E2S.