Section	Administration
Topic	**SPECIAL OLYMPICS SASKATCHEWAN BYLAWS**
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SECTION 1: DEFINITIONS

In these bylaws, unless the context otherwise requires:

"Act" means The Non-Profit Corporations Act, 1995 , Ch. N-4.2, S.S., 1995, as amended from time to time.

"AGM" means the Annual General Meeting.

“Articles” means the definition as described in paragraph 2(1) (a) and (b) of the Act.

“Audit Committee” means a standing committee of the Board that reviews the financial affairs of SOS.

"Board" means the Board of Directors.

“Club” means any School Based or Generic sport club offering Special Olympic

programs. "Community or District" means an organized community or District

that has been accredited. “General meeting” means AGM and/or a Special

General meeting.

“individuals with a mental disability" means the definition as prescribed by Canadian Special Olympics from time to time.

"member" means any individual, community, District or club who has paid the Provincial membership fee and is otherwise in good standing for the current year.

"registered athlete" means an individual with a mental disability who has paid the Provincial membership fee and is otherwise in good standing for the current year.

“SOS” means Special Olympics Saskatchewan Inc.

SECTION 2: BUSINESS OF THE CORPORATION

2.1 Registered Office

SOS will maintain a registered office in the City of Regina.

2.2 Fiscal Year

The fiscal year of SOS shall be July 1st to June 30th.

2.3 Corporate Seal

Until changed by the Board, the Corporate seal of the corporation shall be in the form impressed in the margin hereof.

2.4 Logo

The use of the name “Special Olympics”, all related trademarks and recognizable logos shall require the authorization of the Board.

2.5 Finance

(i) All revenues shall be deposited in the name of SOS.

(ii) Signatory authority for SOS shall be determined by the Board from time to time and shall be held by not less than two members of the Board.

(iii) Signing authorities of SOS are to be bonded in an amount determined by the Board.

(iv) The Audit Committee shall review the financial reports pursuant to Section 159 of the Act, as amended from time to time, and shall consist of not less than three members of the Board, a majority of whom are not officers or employees of SOS.

2.06 Auditor

A Chartered Accountant, Certified General Accountant, or Certified Management Accountant shall be appointed auditor for SOS at each AGM.

2.7 Rules of Order

The rules contained in "Robert's Rules of Order”, shall govern all meetings of SOS unless they are inconsistent with the Act or these bylaws.

2.8 Indemnification

SOS shall indemnify and save harmless the employees and/or members of the Board in the event of legal proceedings against such employees and/or members of the Board in the performance of their duties except, where liability incurred relates to such employees and/or members failing to act honestly and in good faith with the view to the best interests of SOS.

2.9 Vision, Mission, Values

Vision
Our vision is that sport will open hearts and minds towards people with intellectual disabilities and create inclusive communities all over the world.

Mission
Special Olympics Saskatchewan is dedicated to enriching the lives of individuals with an intellectual disability through sport.

Values
Inclusion: We foster inclusive communities.
Diversity: We honour what is unique in each individual.
Empowerment: We give everyone the opportunity to pursue their full potential.
Respect: We operate in an environment of cooperation, collaboration and dignity.
Excellence: We elevate performance and standards.

SECTION 3: BOARD MEMBERS

3.1 Members of the Board

The Board shall consist of between eight (8) and fourteen (14) elected Directors, plus the Law Enforcement Torch Run Representative, Athlete Representative and the Knights of Columbus State Deputy or his Designate Representative.

3.2 Terms of Office

i) One third (1/3) of the Directors shall be elected annually at the AGM each for a term of three (3) years.

ii) Elected Directors may serve two (2) successive complete terms at the conclusion of which they must not seek re-election for at least one year. This restriction shall not apply to the Board Chair or Vice-Chair or to those Directors who have been elected or appointed to fill a vacancy.

iii) The elected Board Chair and Vice-Chair may serve four (4) successive complete terms with the Board Chair serving as Past Chair for the final term.

3.3 Restrictions on Positions

In order to remain effective while representing the needs of the Saskatchewan Special Olympics community, the Board shall strive to maintain the appropriate mix of individuals which provides the necessary knowledge, skills and experience required to effect good governance.

The Board shall undertake an annual environmental scan, based on a set of established core competencies, to identify potential gaps or deficiencies in its composition. Identified skill shortfalls shall be used to establish priority criteria for upcoming Director elections. These priorities shall guide the Nominations Committee in its selection of recommended candidates for consideration at the AGM. The Board will ensure that appropriate consideration is applied to all potential candidates, while striving to attain an effective governance body comprised of the following core elements:

a) three (3) community representatives;

b) an athlete representative;

c) Subject Matter or Specialty Area Advisors, who provide subject matter expertise in the following areas:

   i. Intellectual Disabilities;

   ii. Financial Management;

   iii. Human Resource Management;

   iv. Sport Management;

   v. Fund-Raising;

   vi. Corporate Sponsorship; and

d) An appropriate balance of Members-at-Large.

It is recognized that these roles are not mutually exclusive and that the Board shall retain appropriate flexibility in order to attract and retain qualified individuals.

On election to the Board, individuals may hold an elected or appointed position on a Community or District Executive but shall not be eligible to vote as a Community or District delegate at General Meetings.

3.4 New Directors

Newly elected Directors commence their duties immediately after the AGM.

3.5 Vacancy

In the event of a vacancy of a Director, the Board may appoint a person to fill such vacancy until the next AGM at which time an election for the balance of the term, if any, shall occur.

3.6 Advisors

The Board may appoint advisors as it deems necessary.

3.7 Meeting of Directors

(i) Meetings of the Board are to be held at such time and place as the Chair of the Board may determine.
(ii) Special meetings of the Board may be called if written notice, by no fewer than six (6) members of the Board, is presented to the Chair of the Board fourteen (14) days prior to the proposed special meeting.

3.8 Chief Executive Officer

The Chief Executive Officer of SOS sits ex-officio on the Board and may sit ex-officio on all committees of the Board. The Chief Executive Officer has no vote.

3.9 Duties of Chief Executive Officer (CEO)

The CEO is responsible for the operational affairs of SOS, including the implementation and administration of all programs. The Chief Executive Officer is directly responsible to the Board.

The CEO sits ex-officio on the Board and may sit ex-officio on all committees of the Board. The CEO does not have voting rights.

3.10 Duties of the Knights of Columbus (KofC) & Law Enforcement Torch Run (LETR) Representatives

The K of C & LETR representatives represent the interest of the Saskatchewan State of the Knights of Columbus and Saskatchewan Law Enforcement Torch Run respectively. The K of C & LETR representative are an ex-officio member of the Board, with full voting rights.

3.11 Duties of the Athlete Representative

The Athlete Representative represents the interest of the athletes registered under Special Olympics Saskatchewan. The Athlete Representative is a full member of the Board, with full voting rights. The Athlete Representative position is appointed by the Athlete Leadership Council.

3.12 Powers and Duties of the Board of Directors

The powers and duties of the Board shall be to manage the activities and affairs of SOS.

3.13 Quorum

50% plus one of the total number of Directors constitutes a quorum.

3.14 Qualifications of Directors

A member of the Board shall be at least eighteen (18) years of age and meet all other qualifications as provided in Section 92 of the Act, as amended from time to time.

SECTION 4: OFFICERS

4.1 Election

The officers of SOS are to be elected annually by the Board at its first meeting following the AGM.

4.2 The officers shall consist of:

(i) Chair,

(ii) Vice-Chair;

(iii) Past-Chair;

(iv) Chair of the Finance & Risk Committee; and

(v) Chair of the Human Resource Committee

4.3 Removal

A Director who is absent from two consecutive Board meetings without sufficient reason is deemed to have resigned from the Board. This includes meetings through all/any virtual platforms.

A Director may be removed from the Board if they consistently act in a way that is not in the best interests of SOS.

Removal of a Board of Director requires an affirmative vote of two-thirds (2/3) of the Members.

A Committee Member who is absent from two consecutive committee meetings without sufficient reason may be asked to resign from the committee by resolution of the Committee Chair and the Board Chair. This includes meetings through all/any virtual platforms.

4.3 Duties of the Chair

The Chair shall, subject to the direction of the Board, have general authority over the affairs of SOS and shall preside at all meetings of the Board, and at all General meetings of SOS. The Chair shall only vote in the event of a tie.

4.4 Duties of the Vice-Chair

In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall perform such duties as may, from time to time, be assigned by the Chair or the Board.

4.5 Duties of the Past-Chair

In the absence of both the Chair and the Vice-Chair, the Past-Chair may perform the duties of the Chair. The Past-Chair will act in an advisory role for the current Chair and shall perform such duties as may, from time to time, be assigned by the Chair or the

Board.

4.6 Duties of the Chair of the Audit Committee

The Chair of the Audit Committee is responsible for the funds and securities of SOS and shall perform such duties as may, from time to time, be assigned by the Board.

4.7 Duties of Chief Executive Officer

The Chief Executive Officer is responsible for the operational affairs of SOS, including the implementation and administration of all programs. The Chief Executive Officer is directly responsible to the Board

SECTION 5: COMMITTEES

5.1 Board Standing Committees

(i) The Executive Committee, the Audit Committee and the Nominations Committee constitute standing committees of the Board.

(ii) The Board may, from time to time, establish ad hoc committees.

5.2 Standing Committees Established

(i) The Executive Committee is comprised of the Officers of the Board;

(ii) The Audit Committee is comprised of the following members:

- the Financial Specialty Area Advisor (Audit Committee Chair);
- the SOS Chief Executive Officer (ex-officio); and
- up to three (3) additional Board members, as appointed by the Chair.

(iii) The Nominations Committee composition abides by the following structure:

- only Board members whose positions are not up for re-election at the next AGM are eligible to serve on the Nominations Committee;
- the size of the committee shall be determined by the Committee Chair with a minimum of three (3) members (including the Committee Chair);
- the Committee Chair shall be appointed by the Board;
- The Board Chair is exempt from the Nominations Committee.

5.3 Provincial Committees

An Athlete Leadership Council (hereinafter referred to as ALC) shall be established. The council members shall consist of:

(i) Only athletes registered in good standing with Special Olympics Saskatchewan

(ii) A Council Chair or Co-Chairs voted by the Athlete Leadership Council

(iii) The Provincial Board of Directors Athlete Representative (eligible to serve as ALC Chair)

(iv) An ex-officio Special Olympics Saskatchewan staff member as a meeting liaison (may rotate)

SECTION 6: ACCREDITED COMMUNITIES & DISTRICTS

6.01 Community and District Accreditation

(i) Each Community and District is eligible to apply for and receive accreditation from SOS, in accordance with the minimum standards of accreditation as determined by SOS from time to time.

(ii) SOS is authorized to deny and/or remove the accreditation of any Community or District that does not meet or comply with the minimum standards of accreditation.

(iii) Each Accredited Community or District operate under the authority of and are responsible to SOS and are subject to the principles, policies and bylaws of SOS.

(iv) Each Accredited Community or District shall have an Executive as defined in the minimum standards of accreditation, to carry out its day to day operations.

(v) The fiscal year of SOS shall apply to each Accredited Community and District.

(vi) Each Accredited Community or District shall hold an AGM no later than 4 months after the end of the fiscal year.

(vii) SOS is entitled to obtain from each Community or District any books, records and documents that SOS may require and to conduct an audit on any Community or District provided that SOS shall bear the cost of such audit

SECTION 7: MEMBERSHIP

7.1 Membership Classification

The membership of SOS shall be comprised of the following members:

- Voting Members, consisting of Communities (represented by Community Chair or delegate appointed by Community Chair), and members of the Provincial Board of Directors;
- Athlete Members;
- Volunteer Members;
- Honorary Members; and
- Club Members, which include School Based and Generic Sport.

Fees for each classification of membership shall be set by SOS. All memberships are effective from October 1st to September 30th.

7.2 Membership Withdrawal

Any member upon written notice to SOS may withdraw. The fees that the member paid shall be forfeited.

7.3 Discipline, Expulsion or Termination

The Board may discipline, expel or terminate a member whose actions are determined by the board to be detrimental to SOS, subject to Section 120 of the Act, as amended from time to time.

7.05 Affiliations

SOS may become an affiliate, associate or full member of any other organization which will further the objectives of SOS.

SECTION 8 : GENERAL MEETINGS

8.1 Date and Purposes

(i) The AGM shall be held no later than ninety (90) days after the end of the fiscal year on a date fixed by the Board.

(ii) The purpose of the AGM shall be:

- To review the work of the Board.
- To review the financial statements and auditors report.
- To appoint an auditor.
- To elect Directors to the Board.
- To consider resolutions brought forward by the members.
- To consider new, amended or repealed articles and bylaws submitted by the members.
- To consider such other business as may be properly brought before the meeting.

8.2 Notice of the Annual General Meeting

Notice of the AGM shall be given to the members by means of a public announcement online or an advertisement in a major daily newspaper and by written notice, no more than fifty (50) days and no less than fifteen (15) days prior to the meeting, to members of the Board and to the Chair of each Community and District.

8.3 Calling a Special General Meeting

A Special General Meeting may be called when the Chair considers it necessary, or when requested to do so in writing by at least ten Communities and/or Districts. Notice of the said meeting shall be given in writing to each member of the Board and the Chair of each Community and District. The meeting cannot be held sooner than thirty (30) days from the date of the notice and shall be called within fifty (50) days of the date of notice. The notice shall indicate the purpose for which the meeting is called.

8.4 Quorum

A Quorum for any general meeting of SOS shall consist of one-half (1/2) plus one (1) of the eligible voting delegates.

8.5 Voting Delegates

Voting delegates for general meetings shall consist of:

(i) The members of the Board, and

(ii) Community and District delegates. Community delegate is the Community Chair, or a delegate appointed by the Community Chair. There shall be no voting by proxy.

8.6 Secret Ballots

All voting shall be by show of hands, except for elections to the Board or where a motion for a secret ballot has been presented and passed by a simple majority of the total number of votes cast with subsequent tie-breaking majority votes as necessary for seats that have been tied.

SECTION 9: NOMINATION AND ELECTION PROCEDURES

9.1 Nomination Procedure

(i) At least ninety (90) days prior to the AGM, the Board shall issue a written call for nominations for the positions of Director.
(ii) The call for nominations shall be sent to all members of the Board and to the Chair of each Community and District.
(iii) Completed nomination packages will be received by the Chair of the Nominations Committee at least sixty (60) days prior to the AGM.
(iv) The Nominations Committee shall review the submitted applications in order to determine eligibility based on criteria described in Section 3.3;
(v) The Nominations Committee shall advise the Executive Committee at least forty-five (45) days prior to the AGM, of those candidates who they *"recommend"* and *"do not recommend"* for nomination at the AGM;
(vi) The Executive Committee shall review these recommendations, in consultation with the Board at large as required;
(vii) The Board Chair shall confirm the list of recommended candidates (to the Chair of the Nominations Committee) within five (5) working days upon receipt of this report.
(viii) Thirty (30) days prior to the AGM, the Chair of the Nominations Committee shall advise the applicants of the status of their application.
(ix) Fifteen (15) days prior to the AGM, the Chair of the Nominations Committee shall provide a list of the confirmed nominations to members of the Board and to the Chair of each Community and District.
(x) All nominations must be in compliance with the due process described above. Nominations will not be accepted in any other manner, including from the floor at the AGM.

District
9.2 District Election Procedure
(i) The Chair shall call the role of eligible voting delegates and determine the number of votes present.
(ii) The Chair shall present the nominations received pursuant to paragraph 9.1 and conduct elections to fill the positions of Director as defined in Section 3.

SECTION 10: ARTICLES, BYLAWS & RESOLUTIONS

10.1 Enactment, Amendment and Repeal of Bylaws by the Board

The Board may, by motion, enact, amend and repeal a bylaw and any such enactment, amendment or repeal shall be valid when passed by the Board until the next general meeting and thereafter, if ratified by the voting delegates, shall continue to be valid. If the voting delegates do not ratify the enactment, amendment or repeal, the enactment, amendment or repeal ceases to be effective and no subsequent resolution of the Board to enact, amend or repeal a bylaw having substantially the same purpose or effect is effective, until it is confirmed or confirmed as amended by a General Meeting.

10.2 Enactment, Amendment and Repeal of Articles and/or Bylaws at the AGM

(i) The Board shall issue a written call for enactment, amendment and repeal of articles and/or bylaws at least sixty (60) days, but no more than seventy-five (75) days, prior to the AGM, to the members of the Board and to the Chair of each Community and District.

(ii) To be considered at the AGM, the enactment, amendment or repeal shall be submitted in writing to SOS no fewer than thirty (30) days prior to the AGM.

(iii) Enactment, amendment or repeal of articles and/or bylaws shall be accepted only from members.

(iv) SOS shall acknowledge receipt of the proposed enactment, amendment and repeal of articles and/or bylaws.

(v) No fewer than fifteen (15) days prior to the AGM, SOS shall forward to members of the Board and to the Chair of each Community and a copy of the proposed enactment, amendment and repeal.

(vi) Any proposed enactment, amendment and repeal of articles or bylaws shall be binding on the Board provided the enactment, amendment and repeal receives two-thirds (2/3) majority of the voting delegates.

10.3 Resolutions at the AGM

(i) The Board shall issue a written call for resolutions at least sixty (60) days but no more than seventy-five (75) days prior to the AGM to members of the Board and to the Chair of each Community and District.

(ii) To be considered at the AGM, resolutions shall be submitted in writing to the SOS no fewer than thirty (30) days prior to the AGM.

(iii) Resolutions shall be accepted only from members.

(iv) SOS shall acknowledge receipt of the proposed resolution.

(v) No fewer than fifteen (15) days prior to the AGM, SOS shall forward to each member of the Board and to the chair of each Community and District a copy of the proposed resolution.

(vi) Any proposed resolution shall be binding on the Board provided the proposed resolution receives two-thirds (2/3) majority.

(vii) Resolutions may be presented from the floor at the AGM. Such resolutions shall be in writing and signed by a voting delegate. If carried, such resolutions shall be considered only as a recommendation to the Board and shall not be considered binding.

10.4 Effective Date

Enactment, amendments and repeal of articles, bylaws and resolutions take effect immediately following adoption consistent with the Act and these bylaws.