

BYLAW NO. 1

A Bylaw to Regulate Generally the Business and Affairs of Linux/Open Source Users of Regina Saskatchewan (LOSURS) Inc.

1. DEFINITIONS

1.1 In these and all other Bylaws of the Corporation, unless the context otherwise requires or specifies:

- (a) “Act” means *The Non-Profit Corporations Act, 1995*, as amended or replaced from time to time, and in the case of such amendment, any references in the Bylaws of the Corporation shall be read as referring to the amended provisions.
- (b) “Corporation” means the Linux/Open Source Users of Regina Saskatchewan (LOSURS) Inc., also known as “LOSURS”.
- (c) “Directors”, “Board” and “Board of Directors” means the Directors of the Corporation for the time being.
- (d) 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.
- (e) All terms contained in the Bylaws and which are defined in the Act shall have the meanings given to such terms in the Act.
- (f) Words importing the masculine gender shall include the feminine and words importing the singular shall include the plural and vice versa.
- (g) “Member” refers to a Regular Member or Associate Member.
- (h) ”Membership Meeting” means a meeting of Members convened for the purpose of conducting the business of the Corporation.

2. AIMS AND OBJECTIVES

2.1 The aims and objectives of the Corporation are:

- (a) Discussion and Social Environment - to provide a forum for the local Linux community to discuss aspects of the Linux operating system and other Open Source software, and a social environment for users of this software to meet and exchange ideas.
- (b) Assistance and Education - to provide a forum for users of Linux and other Open Source software to seek and find assistance with using this software and to provide a framework for these users to learn more about the software, and learn how to use it more effectively.

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- (c) Increased Awareness and Advocacy - to increase public awareness of and knowledge about Open Source ideals and Open Source software, such as Linux, and the many benefits thereof and to encourage members of the public, both commercial entities and individuals, to begin to use this Open Source software.
 - (d) Contribution to the Community - to encourage its Members to contribute back to the Linux and Open Source community, in the form of code contributions, written documentation, et cetera. LOSURS is committed to making code and information freely available, and any code, documentation, et cetera, created for LOSURS should be made freely available to the public whenever possible.
- 2.2 The Corporation does NOT, in any way, condone any activities which restrict, inhibit, or otherwise interfere with the ability of any other person – Member or otherwise – to use or enjoy their computers or the services of the Internet. This includes, without limitation, posting or transmitting any information or software which contains a virus, bomb, worm, Trojan horse, or other deliberately harmful or debilitating feature; denial of service attacks; or sending unsolicited commercial email. The Corporation, also, does NOT condone the invasion of another person’s privacy, including accessing another’s computer systems without authorization.

3. MEMBERSHIP

- 3.1 Classes of Members: The Membership of the Corporation shall consist of the following two classes of Members:
- (a) Regular Member - A Regular Member is entitled to all privileges of Membership including the right to vote at Membership Meetings.
 - (b) Associate Member - An Associate Member is entitled to all privileges of Membership, except the right to vote at Membership Meetings and except the right to be elected as a Director.
- 3.2 Membership Eligibility and Fees:
- (a) Associate Membership - Any person currently using Linux or other Open Source software (or interested in doing so) is eligible for admission to Membership as an Associate Member.
 - (b) Regular Membership - Any Associate Member, who is a resident of the Province of Saskatchewan and who is at least eighteen (18) years of age, may choose to become a Regular Member at any time upon payment of the prescribed fee, if any, and any Regular Member may choose to revert to Associate Membership at any time.
- By choosing to be a Regular Member, that Member is indicating an

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interest in playing a bigger role in the Corporation, and defining the future of the Corporation.

- (c) Membership fees payable to the Corporation shall be prescribed by the Directors.
- (d) Any person who is eligible for admission to Membership may, upon completing an Application for Membership and upon payment of the prescribed fee, be admitted as a Member by resolution of the Directors.
- (e) Membership fees are not refundable.
- (f) Any money or equipment donated to the Corporation by a Member shall not be returned to the Member under any circumstances.

3.3 Membership Termination:

- (a) Voluntary Withdrawal from Membership – Any Member may withdraw from Membership of the Corporation at any time upon written or emailed notice to any current Director.
- (b) Immediate Termination – Membership in the Corporation shall be immediately terminated upon the occurrence of any of the following events:
 - i. inactivity within the group for more than one (1) calendar year; or
 - ii. the death of the Member.
- (c) Discretionary Termination by the Board – Membership in the Corporation may be terminated by the Board of Directors upon the occurrence of any of the following events:
 - i. the Member has violated or attempted to violate the rights of another Member of the Corporation or a third party;
 - ii. the Member has engaged in fraudulent or illegal activity using equipment and/or services of the Corporation;
 - iii. the Member has acted in a manner in violation of the aims and objects of the Corporation or any other rules of conduct adopted by the Corporation.
- (d) Following the determination by the Board of Directors that a Membership should be terminated:
 - i. a Membership Meeting shall be held within thirty (30) days and the matter of termination of Membership shall be addressed;
 - ii. a notice of the Membership Meeting shall be sent to the Member, in a PGP signed email, to the last address of the

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Member as shown in the LOSURS Membership registry, at least fifteen (15) days prior and such notice shall set forth the termination of Membership and the reasons therefore;

- iii. at the Membership Meeting, the Member may appeal the termination, either orally or in writing. The quorum and voting rules set forth in the Bylaws are applicable to the hearing;
- iv. if the termination of Membership is not contested, the Member shall cease to be a Member of the Corporation;
- v. following the hearing of the Member's appeal, if any, the Regular Members shall vote whether or not the Membership should in fact be terminated, suspended, or sanctioned in some other way;
- vi. upon termination of a Membership, a record of the termination including the notice and any minutes from the hearing shall be kept at the registered office of the Corporation for five (5) years;
- vii. no such terminated Member shall be allowed Membership of the Corporation for five (5) years from the date of termination, without the special approval of the Board of Directors;
- viii. any property of the Corporation in the possession of a terminated Member at the time of termination shall be returned to the Corporation within seven (7) days of the date of termination.

3.4 Membership Meetings:

- (a) An Annual Meeting of Members shall be held each year at a time and place to be fixed by the previous annual meeting or by the Directors, and, in any event, shall be held within thirteen (13) months of the previous annual meeting.
- (b) Other general meetings of Members shall be held at dates, times and places to be fixed by the Directors.
- (c) The President may call a Special Meeting of Members at any time but shall do so upon the written request of the ceiling of the square root of the total number of Regular Members. An email from a Regular Member's registered email address will, for the purposes of this Bylaw, be considered a written request.
- (d) Notice of the time and place of the Annual Meeting of Members or of a Special Meeting of Members shall be sent by email, not less than fifteen (15) days or not more than fifty (50) days before the meeting, to each Member entitled to attend the meeting and to the Auditor, if

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one has been appointed.

- (e) No special business may be transacted at a meeting of Members unless the notice of meeting states the nature of the business in sufficient detail to permit Members to form a reasoned judgment thereon.
- (f) All business transacted at an Annual Meeting or Special Meeting of Members, except consideration of the Annual Financial Statements, any Auditor's report or review, election of Directors, an appointment or reappointment of any Auditor, and all business transacted at any other meeting of Members is deemed to be special business.
- (g) Any Member may submit to the Corporation notice of any matter that it proposes to raise and discuss at the meeting of Members.
- (h) The Secretary of the Corporation shall be responsible for keeping minutes of each meeting, which shall be kept at the registered office of the Corporation.
- (i) Notice of the time and place of general meetings of the Members may be made through the Corporation's Internet site or by email.
- (j) No Regular Member is entitled to more than one (1) vote on any question.
- (k) Regular Members shall vote by a show of hands except where a ballot is demanded by a Member either before or after a vote by show of hands.
- (l) The ceiling of the square root of the total number of Regular Members personally present at the opening of a meeting shall constitute a quorum.
- (m) The conduct of meetings shall be governed by the latest revised edition of Robert's Rules of Order.

4. DIRECTORS

- 4.1 The Directors of the Corporation shall manage the activities and routine business affairs of the Corporation.
- 4.2 There shall be six (6) directors.
- 4.3 The Directors shall be elected at the Annual General Meeting of the Corporation and shall hold office for a term of two (2) years, except for the first year after incorporation when three (3) of the Directors shall hold office for a shortened term of one (1) year until the next Annual General Meeting of the Corporation.
- 4.4 Following the first year after incorporation, three (3) new Directors shall be

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elected each year to replace the three (3) Directors whose terms are expiring.

- 4.5 The Regular Members may, by ordinary resolution, at a meeting of Members called for the purpose, remove any Director or Directors from office.
- 4.6 The remaining Directors, or Regular Members in general meeting, may fill any vacancy among the Directors by appointing a Director to hold office for the unexpired term of the Director whom he or she is replacing.
- 4.7 A Director must be a Regular Member to qualify or hold office as a Director.
- 4.8 Any remuneration paid to Directors must be approved by the Regular Members.
- 4.9 Every Director shall be given by email, telephone or otherwise, at least five (5) days notice of every meeting of Directors.
- 4.10 A Director may waive notice of a meeting by his or her attendance at a meeting or, if not in attendance, by so stating by email, telephone or otherwise.
- 4.11 A majority of Directors constitutes a quorum at a meeting of Directors.

5. OFFICERS

- 5.1 The officers of the corporation shall consist of the President, the Vice President, the Secretary, and any other officers defined by the Directors.
- 5.2 Immediately following each Annual General Meeting, the Directors shall meet to designate three (3) Directors to serve the offices of President, Vice President, and Secretary.

6. FINANCIAL MATTERS

- 6.1 Fiscal Year End: The fiscal year of the Corporation shall end on the 30th day of September in each year.
- 6.2 Financial Records:
 - (a) The Directors of the Corporation shall cause to be kept proper records and accounts of all transactions of the Corporation.
 - (b) The Directors shall place before the Members at every Annual General Meeting:
 - i. *Annual Financial Statements* for the year ended not more than four (4) months before the Annual General Meeting;
 - ii. the report of the Auditor, if any; and

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- iii. any further information respecting the financial affairs of the Corporation.
 - (c) The Directors shall approve the *Annual Financial Statements* and shall evidence their approval by the signature of two (2) or more Directors.
 - (d) *Annual Financial Statements* must be approved by the Directors and accompanied by the report or review of the Auditor, if any, or other persons preparing the *Annual Financial Statements*.
 - (e) The Corporation shall, not less than fifteen (15) days before each Annual General Meeting:
 - i. make a copy of the *Annual Financial Statements* available to all Members via the Corporation's Internet web site.
 - (f) The Corporation shall, at the same time as filling the Annual Return:
 - i. send a copy of the *Annual Financial Statements* and report of the Auditor, if any, to the Director, Corporations Branch, Saskatchewan Justice.
 - (g) *Annual Financial Statements* need not be audited by an auditor as defined in the Saskatchewan Non-Profit Corporations Act.
- 6.3 Accounts: The Corporation shall maintain at least one account at a recognized financial institution. The President, Vice President and Secretary shall have signing authority for the account and any transactions conducted from the account shall require a minimum of two (2) authorized signatures.

7. AMENDMENTS TO BYLAWS

- 7.1 The Directors may, by Resolution, make, amend or repeal any Bylaws that regulate the activities and affairs of the Corporation. The Directors must notify the members of any such resolution within seven (7) days.
- 7.2 The Directors shall submit a Bylaw, or an amendment or repeal of a Bylaw to the next meeting of Regular Members and the Members may, by ordinary Resolution, confirm, reject or amend the Bylaw, amendment or repeal.
- 7.3 A Bylaw, or an amendment or repeal thereof, is effective from the date of the Resolution of Directors until confirmed, confirmed as amended or rejected by the Members, unless a Membership Meeting has been called for the specific purpose of discussing that Bylaw, or amendment or repeal thereof.
- 7.4 If a Bylaw, or any amendment or repeal of a Bylaw is rejected by the Regular Members or is not submitted to the next meeting of 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

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shall be effective until confirmed or confirmed as amended by the Regular Members.

8. LIQUIDATION AND DISSOLUTION

- 8.1 The Corporation may be dissolved by Special Resolution of the Regular Members, provided that any remaining property has been distributed as specified by the Bylaws of the Corporation, in accordance with the Act.
- 8.2 The remaining property of the Corporation shall, in the course of liquidation and dissolution, after the payment of any and all outstanding debts, be donated to another not-for-profit organization, as determined by a vote of the remaining Regular Members. In the event no such organization is selected, the remaining property shall be donated to the Free Software Foundation.