



York Pride

By-Laws

TABLE OF CONTENTS

1	GENERAL	5	
1.1	Definitions.....	5	
1.2	Interpretation.....	6	
1.3	Execution of Documents.....	6	
1.4	Financial Year.....	6	
1.5	Banking Arrangements.....	6	
1.6	Borrowing Powers.....	6	
1.7	Annual Financial Statements.....	6	
1.8	Omissions and Errors.....	6	
1.9	Mediation and Arbitration.....	7	
1.10	Dispute Resolution Mechanism.....	7	
2	MEMBERSHIP	8	
2.1	Membership Eligibility.....	8	
2.1.1	Class A Members.....		8
2.1.2	Class B Members.....		8
2.1.3	Class C Members.....		10
2.2	Membership Transferability.....	10	
2.3	Membership Dues.....	11	
2.4	Termination of Membership.....	11	
2.5	Effect of Termination of Membership.....	11	
2.6	Discipline of Members.....	11	
3	MEETINGS OF MEMBERS	12	
3.1	Annual Meetings.....	12	

3.2	Special Meetings	12
3.3	Notice of Members' Meeting	12
3.4	Proposals Nominating Directors at Annual Members' Meetings	12
3.5	Cost of Publishing Proposals for Annual Members' Meetings	12
3.6	Place of Members' Meeting	12
3.7	Persons Entitled to be Present at Members' Meetings.....	13
3.8	Chair of Member's meetings.....	13
3.9	Quorum at Members' Meetings	13
3.10	Votes to Govern at Members' Meetings	13
3.11	Participation by Electronic Means at Members' Meetings	13
3.12	Members' Meeting Held Entirely by Electronic Means.....	13
3.13	Proxies	13
4	BOARD OF DIRECTORS	15
4.1	Number of Directors.....	15
4.2	Eligibility	15
4.3	Term of Office of Directors	15
4.4	Calling of Meetings of Board of Directors	15
4.5	Notice of Meeting of Board of Directors	15
4.6	Regular Meetings of the Board of Directors	15
4.7	Quorum	16
4.8	Chairperson of a Meeting	16
4.9	Votes to Govern at Meetings of the Board of Directors	16
4.10	Committees of the Board of Directors.....	16
4.11	Code Of Ethics.....	16

5 OFFICERS..... 18

5.1 Appointment of Officers 18

5.2 Description of Offices..... 18

5.3 Vacancy in Office 18

6 BY-LAWS..... 19

6.1 Invalidity of any Provisions of the By-law..... 19

6.2 Amendments and Effective Date 19

6.3 Change History 19

A by-law relating generally to the conduct of the affairs of **York Pride Fest** (the "Corporation") also known as **York Pride** through its trading name.

BE IT ENACTED as a by-law of the Corporation as follows:

1 General

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"AGM" or "annual general meeting" means the annual meeting of the members of the Corporation;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" or **"board of directors"** means the board of directors of the Corporation;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"consensus" means substantial agreement of all persons present at any meeting after full discussion of any matter. Said consensus is determined by the Chairperson of any meeting and if any person present challenges the Chairperson's finding of consensus, the Chairperson shall call a vote on the matter in question.

"Corporation" means the corporation without share capital incorporated under the Act by letters patent dated August 6th, 2015 as may be further amended and/or restated and/or supplemented and named York Pride Fest;

"director" means a member of the board of directors of the Corporation;

"event day volunteer" means a volunteer who assists with the staging of one or more specific event(s), but is not engaged in planning, administration or management activities throughout a pride year.

"2SLGBTQ+" means as Two-Spirit, Lesbian, Gay, Bisexual, Trans, Queer, Questioning (i.e. people unsure of their sexuality or gender identity)

"Queer community member" means a person who self-identifies as 2S2SLGBTQ+Q+.

"member" means a person that is a part of the membership of York Pride, this person is able to vote for nominated board members or nominate themselves to be appointed as a nominee of a potential position on the York Pride Board of Directors, members are granted membership should they meet all required criteria stated in section 3 of 3.1 in personal membership and meet the requirements the required minimum level of commitment is specified in section 5.3.3 of the Volunteer Orientation and Policies document.

"meeting of members" includes an annual meeting of members or a special meeting of members;

"ordinary resolution" means a resolution passed by a majority of more than 50% of the votes cast on that resolution;

"pride month" means a period of approximately thirty days that is designated as such by a city or region's recognized organizer of 2S2SLGBTQ+Q+ pride festivals.

"Pride 360 Experience" means period measured from January 1st to December 31st of each year with events taking place each quarter starting in February, June, August, and ending in October, this meant to represent that York Pride is a year-round pride festival producing events and educational programming with a 360 degree scope such as a circle, it is not relating to 356 days in the day, hence the 360 experience portion.

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"**year-round volunteer**" means a volunteer, assignable to one or more pride teams, who assists with planning, administration or management activities throughout a pride year and may also assist with the staging of events.

"**York Region**" means the Regional Municipality of York in the province of Ontario.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.4 Financial Year

Unless otherwise resolved by the board of directors, the financial year of the Corporation shall end on the last day of August each year.

1.5 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.6 Borrowing Powers

The directors of the Corporation may, without authorization of the members:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

1.7 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.8 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance

with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

1.9 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

1.10 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

2 Membership

2.1 Membership Eligibility

Subject to the articles, there shall be three classes of members in the Corporation, namely, class A members, class B members, and class C members.

The board of directors of the Corporation may, by resolution, approve the admission of the class A and B members of the Corporation. Members in these classes may also be admitted in such other manner as may be prescribed by the board by resolution.

Class C members may, by resolution, approve the admission of the class C members of the Corporation. Members in this class may also be admitted in such other manner as may be prescribed by class C members by resolution.

The following conditions for membership eligibility shall apply:

2.1.1 Class A Members

Class A voting membership shall be available to individuals who:

- a) Reside in York Region or a neighbouring region, and,
- b) Are interested in furthering the Corporation's purposes, and,
- c) Are either an 2SLGBTQ+ community member or close relative of an 2SLGBTQ+ community member, and,
- d) Either:
 - Have acted as a year-round volunteer throughout the last three months of the preceding pride year, continuously fulfilling, at the least, the minimum level of commitment expected of a year-round volunteer as identified in the policies of the Corporation.. or,
 - Have voluntarily resigned and subsequently requested reinstatement of class A membership, if they were a class A or class C member at any prior time during the current or preceding pride year and if their application for reinstatement of membership has been accepted by resolution of the board or in such other manner as may be determined by the board, or,
 - Have applied to become a class A member within the pride year of incorporation of the Corporation, having previously served as a member of a York Pride pride team during either of the preceding two pride years and having attended a minimum of 50% of the meetings of the pride team in either of those pride years.

And,

- e) Commit to dedicating time, in excess of minimum levels stated in the Corporation's policies, to serve on one or more pride teams of the Corporation, acting as a year-round volunteer in adherence with all of the Corporation's volunteer policies, and,
- f) Have applied for and been accepted into class A membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

It is a continuous condition of class A membership that the member fulfils, at the least, the minimum level of commitment identified in the policies of the Corporation.

The Corporation may implement policies that impose additional conditions for class A membership eligibility or may, by resolution of the directors, waive one or more of the above conditions in respect to a specific membership application.

The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members. Each such Class A voting member shall be entitled to one (1) vote at such meetings.

2.1.2 Class B Members

Class B voting membership shall be available to (business or not-for-profit) corporations or unincorporated associations that:

- a) Employ staff or engage volunteers who are York Region residents, and,
- b) Make goods or services available to 2SLGBTQ+ community members residing within York Region, and,
- c) Provide some goods or services intended to be exclusively or primarily purchased or consumed by 2SLGBTQ+ community members, and,
- d) Have previously provided one of their own staff members or registered volunteers as a representative who has acted as a year-round volunteer of the Corporation throughout the last three months of the preceding pride year, continuously fulfilling, at the least, the minimum level of commitment expected of a year-round volunteer, as identified in the policies of the Corporation.
- e) Have submitted a written application, signed by a director or senior manager of the applicant's organization, requesting class B membership and providing the following:
 - i. The name, telephone number(s) and email contact details of between one and three representatives of the applicant who are nominated to participate in the work of the Corporation and to receive communications, including all notices.
 - ii. A statement of commitment indicating the minimum number of hours per month and the regularity, over the forthcoming 12 month period, for which one or more representatives of the applicant will be made available, within their usual hours of work for the applicant, for engagement in the work of the Corporation as a year-round volunteer in adherence with all of the Corporation's volunteer policies.
 - iii. Optionally, a written statement of commitment from one or more of the applicant's nominated representatives indicating a minimum number of hours per month and the regularity, over the forthcoming 12 month period, for which that representative pledges to devote their personal time to the work of the Corporation, outside their usual hours of work for the applicant (i.e. additional to the time stated in the applicant's statement of commitment), by acting as a year-round volunteer in adherence with all of the Corporation's volunteer policies.
- f) Have been accepted into class B membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

It is a continuous condition of membership that the class B member shall:

- a) Provide to the Corporation revised contact details, within seven days, whenever there are changes to the member's nominated representatives or their contact details.
- b) Provide to the Corporation a revised statement of commitment, within seven days, whenever the previously pledged level of commitment becomes unsustainable
- c) Continuously pledge a level of commitment not less than the minimum level of commitment identified in the policies of the Corporation.

It is also a continuous condition of membership that the class B member's nominated representative(s) continuously deliver a level of commitment equal to or exceeding the level pledged in the member's statement of commitment.

The Corporation may implement policies that impose additional conditions for class B membership eligibility or may, by resolution of the directors, waive one or more of the above conditions in respect to a specific membership application.

The term of membership of a Class B voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each class B voting member is entitled to receive notice of and attend all meetings of members. Each such Class B voting member:

- Is entitled to one (1) vote at such meetings.:
- May arrange for attendance at meetings by no more than one of their nominated representatives who will be eligible to participate in discussion and to vote on behalf of the member.
- May arrange for attendance at meetings by no more than one additional individual who may not participate in discussion unless invited to do so by the meeting's chairperson and who may not vote.

Any person attending a meeting who is both a class A member and a nominated representative of a class B member, or who is a nominated representative of multiple class B members must respond to the sender of the meeting notice, at least one day prior to the day of the meeting, indicating the capacity in which they will be attending the meeting. If attending in a personal capacity as a class A member, all rights as a representative of any class B member will be forfeited for the duration of that meeting. If attending as a representative of a class B member, all rights as a class A member or as a representative of other class B members will be forfeited for the duration of that meeting. In any circumstance,

- any single individual attending a meeting may act only in one membership capacity for the duration of that meeting
- any single individual attending a meeting will be entitled to no more than one (1) vote, and
- the minutes of a meeting will record the membership capacity in which an individual is acting, for each attendee that is eligible to attend in more than one capacity.

2.1.3 Class C Members

Class C voting membership shall be available to individuals who:

- a) Are interested in furthering the Corporation's purposes, and,
- b) Are an 2SLGBTQ+ community member, and,
- c) Have applied to become a class C member, and,
- d) Have been accepted into class C membership by special resolution of class C members.

Upon incorporation of the Corporation, the incorporator(s) and initial directors at the time of incorporation shall become class C member(s).

Thereafter, typically, the only persons deemed eligible to become class C members will be individuals assessed by existing class C members to have substantial knowledge of and long-standing experience with the purposes and operation of the Corporation.

Class C members shall have the right to elect up to three persons to the board of directors by means of an ordinary resolution requiring a simple majority vote of the members of that class.

Whenever one or more directors previously elected by class C members leave the board for any reason whatsoever:

- class C members shall have the immediate and continuing right to elect directors for so long as there are fewer than three directors who were elected by class C members and fewer than the maximum permitted number of directors in total, and,
- no board matters may be transacted for up to seven days or until such time that there are three or more directors who were elected by class C members, whichever is the sooner, and,
- no directors may be appointed or elected by any other means for up to seven days or until such time that there are three or more directors who were elected by class C members, whichever is the sooner.

Fundamental changes affecting class C members and/or the termination of a class C membership, other than by resignation, requires the support of a two-thirds majority of the members of that class.

Notwithstanding any other provisions in the by-laws, the board of directors may not resolve to suspend or terminate a class C membership nor may a class C member be expelled by any means, unless at a prior meeting of class C members consent to the membership termination, suspension or expulsion has been agreed upon by a special resolution of the members of that class.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Membership Transferability

A membership may only be transferred to the Corporation.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.3 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

2.4 Termination of Membership

A membership in the Corporation is terminated when:

- the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- a member fails to maintain any qualifications for membership described in the section on membership conditions within these by-laws;
- the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- a member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or
- the Corporation is liquidated or dissolved under the Act.

2.5 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.6 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

3 Meetings of Members

3.1 Annual Meetings

The Board shall call an Annual General Meeting (AGM) not later than fifteen (15) months after holding the preceding AGM and no later than six (6) months after the end of the Corporation's preceding financial year.

At an AGM the following business shall be conducted:

- consideration and approval of the minutes of the preceding AGM;
- report from the Directors
- report from the board liaison(s)
- presentation of the required financial statements;
- election of nominee Directors;
- appointment of auditors (if applicable); and
- any other business properly brought before the AGM, as outlined in the Act (s. 163)

The Board shall designate one of its own to act as chair of a Membership Meeting.

3.2 Special Meetings

The board of directors may call a special meeting of members at the discretion of the Board.

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

3.3 Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

For a class B member, notices will be sent to all of the member's nominated representatives unless the member has requested that some of their representatives should not receive notices.

Notices will normally be sent by electronic means to email address(es) provided by the member. Where, at the request of a member, arrangements are made to deliver notices by other means, the full cost of delivery will be borne by the member.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.4 Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

3.5 Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

3.6 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

3.7 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.8 Chair of Member's meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.9 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% of the members entitled to vote at the meeting.

The quorum shall be based on the number of members present at the meeting in person or by proxy.

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.10 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.11 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.12 Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

3.13 Proxies

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, or one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

A proxy:

- a. shall be a written instrument, in a form prescribed by the board of the Corporation, executed by the member entitled to vote.
- b. is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- c. shall be deposited with the secretary of the meeting at such time and in such manner as prescribed by the board of the Corporation; however, any deadline prescribed for the deposit of proxies shall be no sooner than 48 hours prior to the meeting.
- d. can be revoked by a member by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary

- i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
- ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

A proxyholder: or an alternate proxyholder:

- e. has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and to vote at the meeting by way of a show of hands;
- f. may not delegate the authority of appointment to another person;
- g. may only hold one member's proxy;
- h. must attend the meeting in person but may not participate by electronic means;
- i. must vote in accordance with any specific instructions indicated on the proxy, if any such instructions are specified
- j. must produce valid and current government issued photo identification upon request of the chairperson of the meeting

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

4 Board of Directors

4.1 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

4.2 Eligibility

Only the following are eligible to become directors of the Corporation:

- Class A members
- Class C members
- Board members of organizations that are, and have been, class B members in good standing for a period of one year or more.
- A person nominated or appointed as a director by resolution of the directors
- A former director of the Corporation

In addition, directors shall:

- be at least eighteen (18) years of age, and
- not have been declared incapable by a court in Canada or in another country, and
- not have the status of a bankrupt.

After being elected or appointed, a director of the Corporation is not required to become or to remain a member of the Corporation.

4.3 Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

4.4 Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, a co-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

4.5 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

4.6 Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if

subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

4.7 Quorum

A majority of the number of incumbent directors constitutes a quorum at any meeting of directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

4.8 Chairperson of a Meeting

The chair of the board, when present, will act as the chairperson of a meeting. If the board has appointed co-chairs, they will chair meetings in alternation except that either may chair a meeting when the other is absent. When the chair of the board, or all co-chairs, are absent from a meeting, a chairperson for the meeting will be selected from the directors present, by a draw of straws.

4.9 Votes to Govern at Meetings of the Board of Directors

The Board shall strive to reach consensus on all decisions.

However, where consensus cannot be reached within a reasonable time period prescribed by the chairperson of the meeting, decisions of the Board shall be in the form of a motion, duly seconded and voted upon.

For all questions that are to be decided by a vote:

- The vote shall ordinarily be cast with a show of hands but, if requested by two or more Directors present, may be cast by a secret ballot counted by the chairperson of the meeting.
- In the event that a Director is attending telephonically, she or he will be requested by the chairperson of the meeting to cast her or his vote verbally or via a digital communication mechanism.
- Motions shall be decided by a simple majority of the votes cast on the question, i.e. motions will be carried only when the number of votes in favour exceeds the number of votes against. In case of an equality of votes cast, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.
- In the event that the Board has to vote on a decision outside of a meeting of the Board, votes may be cast by e-mail sent to the chairperson, or to the co-chair requesting the vote.
- Votes shall be recorded in the minutes whenever requested by any Director present, excepting that votes cast by secret ballot will never be recorded.

4.10 Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

4.11 Code Of Ethics

All directors shall, at all times, abide by the following code of ethics.

1. There shall be recognition that all directors are of equal standing and that no director may individually assume or exert any level of authority over other directors. Although officers of the Corporation are assigned specific responsibilities relevant to their office, these are never to be interpreted as bestowing any superior level of authority.
2. A director or officer of the Corporation may choose to additionally act as a year-round or event volunteer. When acting in a volunteer capacity, a director or officer:
 - i. Will not be afforded and may not exert any level of seniority, influence or authority over other volunteers, solely by virtue of his/her status as a director or officer.
 - ii. Will be assigned to specific volunteer team(s) and will be expected to undertake work assignments as would be expected of any other volunteer team member.
 - iii. May attend volunteer team meetings but will have no role as a director or officer during those meetings.

- iv. May participate in volunteer team decisions but may not override any consensus decisions of the team. If a team decision should be contrary to established policies or budgetary constraints, the director or officer must bring the matter to the attention of the Board. Any action to be taken will then be determined by the Board and may not be unilaterally decided upon by any director or officer.
3. Unless a director is acting in a volunteer role, they:
 - i. May not participate in any of the meetings of any volunteer team, except when authorized by a resolution of the Board to do so for a specific purpose.
 - ii. May not seek to influence the decisions of any volunteer team or interfere with the work of any volunteer team, except when authorized by a resolution of the Board to do so for a specific purpose.
4. No director or officer of the Corporation may individually reprimand or penalize another director or volunteer for any perceived misconduct. Perceived incidences of director misconduct must be shared with all other directors and only the Board shall determine subsequent action to be taken. Perceived incidences of volunteer misconduct must be reported and escalated as prescribed in the York Pride Volunteer Policies.
5. The following procedures shall be adhered to for all director, officer or member resignations:
 - i. Any director, member or officer of the Corporation wishing to tender his/her resignation as a member, director or from an office of the Corporation shall immediately proceed as follows:
 - a) If they hold the office of chair or co-chair of the Board, they shall immediately notify all other directors by conveying a letter of resignation to those directors.
 - b) If they do not hold the office of chair or co-chair of the Board, they shall convey a letter of resignation to the chair or a co-chair of the Board.
 - ii. Any director or officer, including the chair or a co-chair of the Board, upon receiving a letter of resignation from any member, officer or director shall immediately notify all other directors and convey a copy of the letter of resignation to them.
 - iii. Upon becoming aware of a resignation, director(s) having appropriate responsibility will, at the earliest possible opportunity, initiate steps to remove the resigning individual's access to York Pride resources, e.g. online logins.
 - iv. No director or officer shall respond on behalf of York Pride to any letter of resignation, other than to acknowledge receipt, until a letter of response has been agreed upon by a majority of the residual board members, i.e. board members from whom no resignation letter has been received.
 - v. Any director or officer having an intention to resign must, prior to the commencement of a board meeting, ensure that the chairperson of the meeting has awareness of their intention.
 - vi. At the commencement of a board meeting, if the chairperson of the meeting is aware of the intention of any director or officer (including himself/herself) to resign, an item must be added at the **beginning** of the agenda to announce this/these resignation(s) and to provide an opportunity for discussion. Having dealt with that agenda item, proceedings shall continue only after all resigning directors and officers have left the meeting or after a majority of the residual directors have agreed by ordinary resolution that the meeting may proceed despite the continuing presence of the resigning director(s) or officer(s).
 - vii. Following the resignation of a director or officer of the Corporation, all York Pride documents or other York Pride property in their possession must be surrendered to the Board within 24 hours.
6. In the event of any dispute between directors or officers of the Corporation that cannot be resolved amicably by the parties involved, notification of the dispute, together with representations from each of the parties, must be provided to all directors. The action to be taken to resolve the dispute will then be determined by a consensus of all directors not involved in and not directly affected by the dispute.

5 Officers

5.1 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

5.2 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

Co-Chair of the Board – As an alternative to a Chair of the Board, the directors may appoint two Co-Chairs who will both be directors. The Co-Chairs will share the duties, powers and responsibilities, as the board may specify, that would otherwise be assigned to the Chair of the Board.

Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board, or each co-chair, is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

Board Liaison – If appointed, the board liaison shall be the executive director of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The board liaison shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

5.3 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- the officer's successor being appointed, or
- the officer's resignation, or,
- such officer ceasing to be a director (if a necessary qualification of appointment) or,
- such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

6 By-laws

6.1 Invalidity of any Provisions of the By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

6.2 Amendments and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation.

Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

6.3 Change History

This document defines version 7 of the Corporation's by-laws. The table below describes changes made to the by-laws since incorporation of the Corporation:

Version	Description of change	Date effective	Date confirmed, rejected or amended by members
1-4	Successive versions created prior to incorporation	Not applicable	Not applicable
5	Initial version of by-laws following incorporation	13 Sep 2015	Not applicable
6	(a) A new paragraph has been added, entitled '4.11 Code of Ethics'.	26 Feb 2017	Approved 26 Mar 2017
	(b) Para 3.1 (Annual Meetings) has been changed to state that the corporation's first AGM would occur within six months following the end of the corporation's first financial year end, but within three months for subsequent years. Previously this by-law had stipulated that the AGM would occur within three months for all years including the first.	26 Feb 2017	Approved 26 Mar 2017
	(c) In para 1.1 (Definitions), 'ordinary resolution' previously defined a majority as '50% plus 1'. Various sources identify such a definition as problematic when the number of voters is an odd number, e.g. the definition implies that 3 out of 5 would not be considered a majority as 3 is numerically less than 2.5+1. This definition has therefore been changed to define a majority as "more than 50% of the votes cast" instead of "50% plus 1 of the votes cast".	26 Feb 2017	Approved 26 Mar 2017

Version	Description of change	Date effective	Date confirmed, rejected or amended by members
	(d) In para 3.9 (Quorum at Members' Meetings) the required number of members to be present was stated as the greater of six persons or 5% of the members entitled to vote. Considering the current low level of membership, this may be difficult or impossible to achieve. The requirement has therefore been amended to indicate that the required number of members to be present is 5% of the members entitled to vote.	26 Feb 2017	Approved 26 Mar 2017
7	Para 3.1 (Annual Meetings) has been changed to allow the Annual General Meeting to be called within 6 (rather than 3) months following the end of the financial year.	9 Feb 2020	Approved 1 Mar 2020

Version	Description of change	Date effective	Date confirmed, rejected or amended by members
8	<p>All sections with the wording York Pride Fest has been changed to York Pride with exception of the leading intro sentence of the document before section (1) In section (1) under 1.1 the following definitions were added:</p> <p>“event day volunteer” means a volunteer who assists with the staging of one or more specific event(s), but is not engaged in planning, administration or management activities throughout a pride year.</p> <p>“2SLGBTQ+” means as Two-Spirit, Lesbian, Gay, Bisexual, Trans, Queer, Questioning (i.e. people unsure of their sexuality or gender identity)</p> <p>“Queer community member” means a person who self-identifies as 2S2SLGBTQ+Q+.</p> <p>“member” means a person that is a part of the membership of York Pride, this person is able to vote for nominated board members or nominate themselves to be appointed as a nominee of a potential position on the York Pride Board of Directors, members are granted membership should they meet all required criteria stated in section 3 of 3.1 in personal membership and meet the requirements the required minimum level of commitment is specified in section 5.3.3 of the Volunteer Orientation and Policies document.</p> <p>“pride month” means a period of approximately thirty days that is designated as such by a city or region’s recognized organizer of 2S2SLGBTQ+Q+ pride festivals.</p> <p>“Pride 360 Experience” means period measured from January 1st to December 31st of each year with events taking place each quarter starting in February, June, August, and ending in October, this meant to represent that York Pride is a year-round pride festival producing events and educational programming with a 360 degree scope such as a circle, it is not relating to 356 days in the day, hence the 360 experience portion.</p>	April 3 rd 2023	PENDING