

# CHANGES TO THE PRIDE TORONTO BY-LAWS

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## By-Law Change #1

### Membership

3. The membership of the Corporation shall consist of such individuals whose application for admission to the membership has received, in its sole discretion, the approval of the Board of Directors of the Corporation in each fiscal year.
4. The term of annual membership starts at the beginning of one AGM and ends at the beginning of the next AGM. Individuals shall be eligible for annual membership in the Corporation if they **meet the following criteria:**
  - (a) Support the objects and activities, including the Mission, Vision and Values of the Corporation; and
  - (b) **Be approved for membership by the Board; and**
  - (c) Meet at least one of the following criteria **as documented by the Corporation:**
    - (i) Attend at least three (3) committee meetings;
    - (ii) Attend at least three (3) General Meetings;
    - (iii) Volunteer for at least 8 hours;
    - (iv) Be an employee of Pride Toronto; or
    - (v) Be **nominated approved** for membership by the Board.

### What Does This Mean?

There is no functional change to the by-laws. The Board has always been required to approve all members.

### Why Is The Board Recommending This Change?

The Board is recommending this change to clean up the by-laws and make them easier to read and understand. By clearly stating in section 4(b) that approval by the board is required it removes any potential misunderstanding that just by meeting the criteria in 4(c) an individual is automatically a member

## By-Law Change #2

### Board of Director Co-Chairs

11. The annual general meeting of the Corporation shall be held no later than eighteen (18) months after incorporation and no later than four (4) months following the Corporation's annual celebration and cultural event and in any event no later than fifteen (15) months after the last annual general meeting in subsequent years. The following business shall be conducted at the annual general meeting:
  - (a) Report of the Co-Chairs
  - (b) Report of the Executive Director
  - (c) Presentation of the financial reports;
  - (d) Election of Directors, ~~including a female Co Chair and/or male Co Chair of the Corporation;~~
    - (i) Any member of the Corporation can self-nominate or nominate any other member of the Corporation for the position of Director ~~or Co Chair.~~
    - (ii) The Board shall review the nominations through a rigorous selection process consistently applied to each nominee and shall decide, in its sole discretion, which nominees will stand for election.
  - (e) Appointment of auditors and fixing or authorising the Board of Directors to fix the remuneration of the auditor; and
  - (f) Any other business that may properly be brought before the meeting.
  
22. Directors shall hold each term of office for a period of three (3) years, terminating at the conclusion of the Annual General Meeting of the third fiscal year from the date of election. Officers of the Corporation ~~except for the male and female co chair positions~~ shall be elected annually from those who are members of the Board of Directors. ~~In the case of the male and female Co Chair positions, the Director shall hold the office of female or male Co Chair until the end of the Annual General Meeting two fiscal years after election and then hold a general Director seat (Past Co Chair) on the Board for one additional year.~~
  - (a) Directors may hold office no more than two consecutive terms.
  - (b) ~~A Director running for the position of female or male Co Chair within the first two (2) years of his/her first or second term shall be subject to, if successful, the new term of office and the individual shall be regarded as continuing her/his first or second term.~~
  - (c) No Director of the board may serve for more than eight (8) consecutive fiscal years.

36. The officers of the Corporation shall have the following duties:
- (a) The Co-Chairs shall have general supervision of the Corporation and of the Board of Directors, including:
    - (i) Signing all by-laws and execute any documents with the Secretary;
    - (ii) Serving as the official spokespersons for the Corporation;
    - (iii) Acting as a liaison between the Board, staff, membership and community; and
    - (iv) Performing any other duties which the Board of Directors may, from time to time, assign.

~~A The senior~~ Co-Chair shall chair all meetings of the Corporation and of the Board of Directors when present in person and able. This duty can be delegated ~~the junior Co-Chair or, in the absence of both Co-Chairs, this person's absence~~, to any other Director.

### **What Does This Mean?**

There are two main changes going on with these recommendations. The first is that Pride Toronto will no longer be required to have a Male and Female Co-Chair and instead will just have two Co-Chair irrespective of gender identity. The second is that the Co-Chairs will no longer be elected directly by members as separate positions from other Board Directors. They will be elected by Board Directors at the first Board meeting after the AGM. This is the same process for how the Treasurer and Secretary positions are selected.

### **Why Is The Board Recommending These Changes?**

The Board is recommending these changes based on feedback we have heard from the community. The requirement on Pride Toronto to have a Male and Female Co-Chair may have at one point been necessary, but currently it is felt that it excludes individuals based on their gender identity. Pride Toronto wants to ensure that no members of the community feel that they do not belong based on the gender requirements of the Pride Co-Chair. The Board is recommending that the Co-Chair positions be chosen from the existing Board Members based on past challenges in recruiting for those positions. It is felt that it is very difficult for a member to join the board and immediately be thrust into the role of Co-Chair. By allowing the board to choose the Co-Chairs from the current directors it can strive to ensure that the Co-Chairs have the necessary background with Pride to take on such a demanding role and public role. We have looked at some other organization and this is a common practice at them.

## **By-Law Change #3**

### **Ballot Process**

12. The members of the Corporation shall elect Directors by **standard ballot process** ~~secret ballot~~.
- (a) When the number of nominees standing for election is less than or equal to the number of vacant seats, a simple majority voting system shall be employed. Those nominees receiving a simple majority of votes in favour of their election will be deemed elected to a term.
  - (b) When the number of nominees standing for election is more than the number of vacant seats, a preferential voting system shall be employed. Nominees will be ranked from highest to lowest based on the number of preferential votes received. Those nominees with an ordinal rank greater than or equal to the number of vacant seats will be deemed elected to a term.

### **What Does This Mean?**

There is no immediate changes planned; we will continue to use the secret ballot system that we have been using. This change is to expand the type of voting / balloting system that can be used for Director elections in the future.

### **Why Is The Board Recommending This Change?**

The board is recommending this change to allow more flexibility on the type of voting systems we can use for future Director elections. The Membership Committee has started looking at different voting processes, particularly related to proxy voting or how members who are not able to attend meetings can vote.