

BY-LAWS

A by-law relating generally to the transaction of the affairs of Pride Toronto ("the Corporation"), a Corporation without share capital (Ontario Corporation Number: 1157636) incorporated under the Ontario Corporations Act ("the Act").

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

Head Office

1. The head office of the Corporation shall be located in the City of Toronto, in the Province of Ontario, with every effort being taken to obtain office space within reasonable proximity of the Corporation's annual cultural festival as the Directors may, from time to time, by resolution determine.

Fiscal Year

2. The financial year of the Corporation shall terminate on the thirty-first (31st) day of July in each year or on such other date as the Board of Directors may, from time to time, by resolution determine.

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;
 - b) Be approved for membership by the Board; and
 - c) Meet at least one of the following criteria:
 - 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 for membership by the Board.
5. There shall be no membership fees or dues.
6. Every member in good standing of each year is entitled to:
 - a. Attend General Meetings of the Corporation;
 - b. Vote at General Meetings of the Corporation; and
 - c. Hold office of the Corporation.

7. Membership in the Corporation is not transferable.
8. A member may vote at an annual general meeting by proxy in writing or by email delivered to the secretary no later than forty-eight hours prior to the meeting.
9. Each member is entitled to one vote. The Chair of the meeting is entitled to a casting vote in the event of a tie on any matter before the meeting.
10. Membership shall cease:
 - a) upon the death of a member;
 - b) if the member resigns by written notice given to the Secretary of the Corporation containing a discharge by the member of all obligations due or accruing due to the date of acceptance of the member's resignation by the Directors and a covenant not to disclose any confidential information gained by the member by virtue of membership in the Corporation; and
 - c) if the member takes any action which, in the sole discretion of the Board of Directors, is deemed to be contrary to the objects, activities or interests of the Corporation, such member may be removed by resolution of a majority of the Board of Directors at a meeting for which notice of the intent to remove the member has been given. Notice of the meeting shall be served upon the member in accordance with these bylaws not less than seven (7) days prior to the meeting and shall set out the grounds for the proposed termination of his or her membership and advising the member of the right to make representations to the Board of Directors prior to voting on the resolution.

Annual and General Meetings

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;
 - i. Any member of the Corporation can self-nominate or nominate any other member of the Corporation for the position of Director.
 - 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.
12. The members of the Corporation shall elect Directors by standard ballot process.

- 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.
13. Directors shall call a General Meeting:
- a) At their discretion, as suits the needs of the Corporation
 - b) If at least ten (10) percent of the members of the Corporation request that a General Meeting be called.
14. The Secretary shall give notice to the members of the Annual General Meeting or of a General Meeting at least ten (10) days before the date of the meeting
15. Quorum for the Annual General Meeting or for a General Meeting shall be eight (8) members of the Corporation present in person.
16. Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.
17. All meetings shall have recorded minutes.

Notice of Meetings

18. No public notice or advertisement of meetings of the members, annual, special or general, shall be required. Any other notice required to be given under the Act, the Letters Patent, the by-laws or otherwise by a member, Director, officer or auditor shall be deemed to have been given in one of the following situations (provided consent has been given):
- a) Delivered personally to the person to whom it is to be given;
 - b) Delivered to the person's address as recorded in the Corporation's records;
 - c) Mailed to the person's address as recorded by prepaid ordinary mail; or
 - d) Sent to the person's address as recorded in the Corporation's records by any means of prepaid transmittal, delivery or recorded communication.
 - e) Sent via email to the member email address in the register.
19. A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three (3) days after it was mailed or transmitted to the person's address.
20. The notice shall specify the time, place and purpose of the meeting.

Board of Directors

21. The affairs of the Corporation shall be managed by a Board of Directors of a minimum of three members and a maximum of twelve members of which two shall be the Co-Chairs of the Corporation as described in the section entitled Officers of the Board of Directors. At the first meeting of the Corporation there shall be seven (7) Directors elected.
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 shall be elected annually from those who are members of the Board of Directors.
 - a) Directors may hold office no more than two consecutive terms.
 - b) No Director of the board may serve for more than eight (8) consecutive fiscal years.

Requirements of a Director

23. Directors shall:
 - a) Be at least eighteen (18) years of age;
 - b) Be a member of the Corporation at the time of his or her election and shall remain a member throughout his or her term of office;
 - c) Be bondable;
 - d) Not be an undischarged bankrupt.
24. General duties of a Director include:
 - a) Attending regularly scheduled meetings of the Board of Directors and the General Meetings of the Corporation;
 - b) Attending, important functions of the Corporation (including, but not limited to, fundraising events and press conferences);
 - c) Maintaining confidentiality of all board discussions except those identified explicitly by the Board for public or private disclosure, and showing high levels of discretion regarding the affairs of the Corporation;
 - d) Undertaking such other responsibilities as may from time to time be assigned to her or him by the Board of Directors; and
 - e) Disclosing any conflict of interest as defined in the article entitled Conflict of Interest.
25. If a Director ceases to be a member of the Corporation, she or he thereupon shall cease to be a Director and the vacancy so created may be filled in the manner prescribed by the section entitled Vacancies on the Board of Directors.

Vacancies on the Board of Directors

26. So long as a quorum of Directors remains in office, a vacancy on the Board of Directors may be filled by the Directors of the Corporation who remain in office by appointment from the members of the Corporation. Any Director appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor. A candidate must meet the requirements set out in the section entitled Requirements of a Director. If fewer than a quorum of Directors exists, the remaining Directors shall forthwith call a special general meeting of members to fill the

vacancies on the Board of Directors. If there are no Directors in office, then the meeting shall be called by any member. If the maximum number of Directors is increased between elections, a vacancy or vacancies shall be deemed to have occurred in the number of the authorised increase and any such vacancy or vacancies shall be filled in accordance with this paragraph.

27. Employees of the Corporation are not eligible for directorship. Former employees of the Corporation may only become eligible for directorship six (6) months following the end of employment.

Complaint Process / Removal of Directors

28. Removal of a Director shall begin with a written and signed complaint (email from a clearly identified source is acceptable, but will be verified by the Board). The following outlines the complaint process:
 - a) Any complaint concerning the conduct or possible conflict of interest of a Director shall be submitted in writing to the Co-Chairs. If the matter relates to either of the Co-Chairs, the complaint shall be submitted to the Secretary.
 - b) Upon receipt of a complaint, the Co-Chairs or Secretary shall call a meeting of the Board of Directors within seven (7) days to discuss the complaint. This meeting shall occur within one (1) month of receipt of the complaint and may take place at a regularly scheduled Board meeting. Following discussion of the complaint, the Board shall either dismiss the complaint or launch an investigation. The Board may decide to suspend the Director from her/his duties pending the outcome of the investigation. A Director cannot vote while suspended.
 - c) Based on the investigation, the Board shall vote on a motion to:
 - i. Dismiss the complaint;
 - ii. Impose disciplinary action internally; or
 - iii. Remove the Director
 - d) A vote to remove a Director will trigger a special General Meeting of the membership.
 - e) The permanent removal of a Director shall be decided by a majority vote of the members in a special General Meeting. This meeting shall take place within one (1) month of the Board's recommendation to remove a Director.

Meetings of the Board of Directors

29. Meetings of the Board of Directors may be called by a Co-Chair of the Corporation or any two Officers or Directors of the Board of Directors for the purpose of considering such business as may be set out in the notice. All meetings shall have recorded minutes.
30. The Board of Directors shall meet no less than once a quarter. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. Supplementary meetings must be preceded by at least 3 days notice unless all Directors are present and in unanimous agreement to hold a meeting, or if those present have consented (verbally or in writing) to hold a meeting in their absence. For this purpose, notice considered given when an email is sent to the Director's Pride Toronto email address.

31. The Board of Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the Directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power to:
- a) Enter into contracts or agreements;
 - b) Make banking and financial arrangements;
 - c) Execute documents;
 - d) Direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
 - e) Purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider advisable;
 - f) Borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real and personal property;
 - g) Purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, Directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation;
 - h) Hire, evaluate, compensate and terminate all full-time, part-time or contract employees of the organization;
 - i) Make any changes to the corporation's organizational structure and number of staff; and
 - j) Determine the organization's strategic priorities and direction.
32. A quorum for the transaction of business at meeting of the Board of Directors shall be 50% of the current member of serving Directors. The Board of Directors may hold its meetings at any place in Ontario as it may, from time to time, determine.
33. No error or omissions with respect to notice for a meeting of the Board of Directors shall invalidate the meeting or invalidate or void any proceedings taken or had at the meeting. However, if a Director was not present at a meeting due to an error or omission of notice and wishes to revisit any issue or vote from that meeting, he or she may compel the Board to do so.
34. The Directors shall vote on any resolutions arising at any meeting of the Board of Directors. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a casting vote in addition to her or his original vote.
35. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes, as approved by the Board, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the vote recorded in favour or against any resolution.

Officers of the Corporation

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.
 - v. A 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 to, in the absence of both Co-Chairs, to any other Director.
- b) The Secretary shall:
 - i. Keep and maintain the records and books of the Corporation, including the registry of Officers and Directors; the registry of members; the minutes of the Annual General Meeting, General Meetings and meetings of the Board of Directors; the by-laws and resolutions; and the certification of copies of any record, registry, by-law, resolution or minutes;
 - ii. Give any notices required for the Annual General Meeting, General Meetings and meetings of the Board of Directors; and
 - iv. Perform any other duties which the Board of Directors may, from time to time, assign.
- c) The Treasurer shall have oversight of the finances of the Corporation. He or she shall:
 - i. Ensure the completeness and accuracy of all financial records and books of the Corporation;
 - ii. Assist the auditor in the preparation of the financial statements of the Corporation; and
 - iii. Perform any other duties which the Board of Directors may, from time to time, assign.

Indemnification

37. The Corporation shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
- a) All costs, charges and expenses whatsoever that she or he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in the execution of the duties of her or his office; and
 - b) All other costs, charges and expenses that she or he sustains or incurs in or about arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by her or his own wilful neglect or default.

Conflict of Interest

38. Every Director who has any direct or indirect interest in a contract or proposed contract with the Corporation shall:

- a) Declare her or his interest at the first meeting of the Directors after which she or he became interested or aware of any such interest;
- b) Request that her or his declaration be recorded in the minutes of the meeting; and
- c) Not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

Board Committees

39. The Board of Directors shall maintain standing committees of Audit/Finance, HR/Compensation and Governance.
40. The Board of Directors shall, when appointing any committee, set out the purpose of the committee and its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board of Directors.
41. The Board of Directors may, from time to time, appoint any committee or committees that it considers necessary or appropriate.

Volunteer Coordinator Appointments

42. The Board of Directors may, from time to time, create festival committees whose purpose is to coordinate the festival under the direction of the staff.
43. The Executive Director, or his or her designate, shall appoint volunteer Coordinators to lead the festival committees under their direction. Coordinators shall be appointed for a period of two (2) years. To the degree possible, appointments within each committee shall be staggered and the Executive Director, or his or her designate, may make interim appointments as necessary. Coordinators may submit an application for re-appointment at the end of their term.

Agents and Employees

44. The Board of Directors may appoint and retain any agents, employees and advisors that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board of Directors.

Banking Arrangements

45. The Board of Directors shall designate the officers and any other persons who are authorized to transact the banking affairs of the Corporation. The resolution shall provide to the designated officer or other person the power to:
 - a) Operate the Corporation's accounts with financial institutions
 - b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any cheque, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - c) Issue receipts for and orders with respect to the property of the Corporation;

- d) Execute any agreements with respect to the banking affairs of the Corporation; and
- e) Authorise any officer of the financial institution to do any act or thing on the Corporation's behalf to facilitate the banking affairs.

46. The securities of the Corporation shall be deposited for safekeeping with one or more financial institutions or security dealers, as the Board of Directors may, from time to time, determine.

Dissolution

47. In the event that the Corporation dissolves, and, after payment of liabilities, all assets, exclusive of archival and library holdings, shall be distributed to Canadian registered charities devoted to lesbian and gay interests. Archival and library holdings shall be offered to the Canadian Lesbian and Gay Archives on a first-right-of-refusal basis. Upon refusal, or in the absence of the Canadian Lesbian and Gay Archives, a situation suitable to the permanent preservation of such holdings.

Amendments

48. By-laws of the Corporation may be enacted, repealed, amended, added to or re-enacted by the Board of Directors in accordance with the provisions of the Corporation Act.
49. Any amendment to the bylaws approved by the Board of Directors shall be brought forward to the membership at the next General Meeting. In this General Meeting, the membership may bring a motion requesting that the Board of Directors reconsider any or all amendments to the bylaws. If this motion passes by a majority vote, the Board of Directors must reconsider the amendment(s) and at the next General Meeting present the outcome of its deliberations.
- a) Between the two General Meetings, the amended bylaw(s) remain in effect unless the Board of Directors chooses to repeal the amendment(s)
 - b) If the Board of Directors chooses to retain the amendment(s), the membership may bring forward a motion at the second General Meeting to repeal the amendment(s). If this motion passes by a majority vote, the amendment(s) are repealed effective immediately.
 - c) If the Board of Directors chooses to amend the amendment(s), the membership may bring forward a motion to reconsider the amendment(s) which must pass by majority vote to take effect, or may bring forward a motion to repeal the amendment(s) which must pass by a 2/3rd majority vote to take effect.
50. Decisions made by the Board under the authority of any amendment(s) subsequently repealed by the membership through the process set out in Bylaw 49 shall, in the general case, remain in effect.
51. Only following the repeal of an amendment may the membership seek to revisit a decision of the Board made under the authority of the amended bylaw and only within two (2) months of the repeal of the bylaw amendment in question. The membership may review such decisions of the Board by:
- a) Convening a subsequent General Meeting within one (1) month of the date of repeal

- b) Establishing a special committee of investigation at this subsequent General Meeting comprised of six (6) members at large (i.e., non-director, non-staff members), four (4) directors and one (1) staff member. The Chair of this committee shall be chosen from among its members by a majority vote.
- c) Directing the special committee of investigation to:
 - i. Review any or all Board decision(s) made under the authority of the repealed amendment;
 - ii. Decide within one (1) month of being convened whether to allow to stand, modify or nullify any or all such decision(s). A committee decision to let stand prior Board decision(s) shall be taken by a majority vote. A committee decision to modify or nullify prior Board decision(s) shall be taken by a 2/3 majority vote; and
 - iii. Report on its decision(s) at the next Annual General Meeting.

52. In the event the timelines set out in Bylaw 51 are violated, the decisions of the Board made under the authority of the repealed amendment shall stand.

Passed by the Board of Directors on this 7th day of December, 2010.

Francisco Alvarez & Margaret Ngai
Co-Chairs

Confirmed by the Membership on the 27th day of January, 2011.

Francisco Alvarez & Margaret Ngai
Co-Chairs