

MEMBER RESOLUTION APPROVING INCREASING THE ACTIVE SIZE OF THE PRIDE TORONTO BOARD OF DIRECTORS

WHEREAS, Article 21, of the Bylaws of Pride Toronto provides that the authorized number of directors of the organization shall be a minimum of three members and a maximum of twelve members and that the exact number of active directors positions has been fixed at ten (10).

WHEREAS, the *Ontario Corporations Act* requires that the number of Directors be a FIXED number. The change in the number of Directors may must be approved by a Special Resolution, defined in the Act as a resolution passed by the Board AND then confirmed by 2/3 of the votes cast at a meeting of Members at which a quorum is present in person or by proxy, or by the unanimous written consent of all of the Members.

WHEREAS, pursuant to the applicable Bylaws of Pride Toronto, it is deemed desirable and in the best interests of the organization to increase the number of Directors on the Board to handle the current and foreseeable workload.

THEREFORE, BE IT RESOLVED that the Members of Pride Toronto hereby consent to, approve and adopt the following:

INCREASE THE NUMBER OF ACTIVE DIRECTOR POSITIONS OF THE PRIDE TORONTO BOARD FROM TEN (10) DIRECTORS TO TWELVE (12) DIRECTORS

What Does This Mean?

The active size of the Pride Board of Directors will grow from ten (10) to twelve (12). Pride Toronto will work to recruit and elect new board members so that the size of the board reaches twelve (12) directors.

Why Is The Board Recommending This Change?

In recent years, the amount of committees and meetings that have been required by the Pride Toronto Board of Directors has increased. By increasing the size of the Board, each Directors will be better able to manage the time commitment associated with the position. This in turn should allow more individuals the opportunity to participate in Pride Toronto at the Board level