By-laws relating generally to the affairs of Canadian Pride Historical Society By-Laws

Prepared by:
Jonathan Niemczak
Dallas Barnes
Jordan Hirsch

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CANADIAN PRIDE HISTORICAL SOCIETY BY-LAWS

Article I. Title

Section I.1 A by-law relating generally to the affairs of the *Canadian Pride Historical Society.*

Article II. Interpretation

Section II.1 In these Bylaws, unless the context otherwise requires:

Section II.2 "Act" means Canada Not-for-profit Corporations Act, S.C. 2009, c. 23 as amended from time to time or any statute that may be substituted for that Act.

Section II.3 " Annual General Meeting " means the annual meeting of members;

Section II.4 "Board" means the board of directors of the Canadian Pride Historical Society;

Section II.5 "Director" means a member of the Board of Directors of the Canadian Pride Historical Society;

Section II.6 "Executive" means the Officers of the Corporation within the meaning set out in Section 13.01 of these By-laws;

Section II.7 "Good standing" refers to members who are up-to-date on their member dues and not facing any forms of suspension;

Section II.8 "Membership" refers to members in good standing registered with the Society;

Section II.9 "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

Section II.10 "Registered address" of a member refers to their address as recorded in the Register of Members; and

Section II.11 "Society" refers to The Canadian Pride Historical Society;

Section II.12 "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

Section II.13 In these By-laws and unless the contrary intention appears, the singular includes the plural and vice versa, words importing a gender include other genders and words importing natural persons include individuals, body corporates, partnerships, trusts and unincorporated organizations.

Article III. Vision

Section III.1 The purpose for which the Society is established is to inspire conversations about the future of the Pride Movement in Canada as we share the stories of our past.

Article IV. Mission

Section IV.1 To provide a public amenity by establishing and maintaining a historical society and a digital museum to preserve and exhibit the history of the Pride Movement in Canada.

Section IV.2 To advance education by:

(a) preparing and providing educational materials, including teaching resources and lesson plans, on topics related to 2SLGBT+ communities and the history of the Pride Movement, for use in schools and other educational settings; and

(b) organizing and providing workshops and conferences for the general public on the history and the impact of the 2SLGBT+ communities in Canada.

Section IV.3 To do all such things as are incidental or ancillary to the attainment of the above purposes.

Article V. Head Office

Section V.1 The Society's head office shall be in Canada as the Board of Directors may determine.

Article VI. Finances

Section VI.1 The fiscal year of the Society shall terminate on the thirty-first (31st) day of March in each year.

Section VI.2 The Board of Directors shall designate the Executive and any other persons who are authorized to transact the financial affairs of the Society. The resolution shall provide to the designated Executive or another person the power to:

a) Operate the Society'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 any orders concerning the property of the Society;

d) Execute any agreements concerning the financial affairs of the Society; and

e) Authorize any financial institution official to do any act or thing on the Society's behalf to facilitate financial affairs.

Section VI.3 The Treasurer of the Board will be responsible for all financial records, reports, and statements and will be the guardian of these documents.

Article VII. Membership

Section VII.1 The Society's membership shall consist of such individuals, corporations, or organizations whose application for admission to the membership has received, in its sole discretion, the approval of the Board of Directors.

Section VII.2 The Board of Directors will maintain the following classes of members:

(a) Honorary Member: A person appointed by the Board of Directors in recognition of having made a significant contribution to the Society and who is not required to pay dues;

(b) Affiliated Society: An Affiliated Society;

(c) Institutional: An institution or non-profit organization;

(d) Regular Member: An individual person;

(e) Youth/Student Member: a person who is under the age of majority or who is enrolled as a student at a recognized post-secondary educational institution;

Section VII.3 Applicants shall be eligible for membership in the Society if they meet the following criteria:

(a) Support the objects and activities, including the Vision and Mission of the Society;

(b) Apply for membership or be nominated for membership by a Board Member;

(c) Pay the applicable membership fee as determined by the Board of Directors; and

(d) Be approved for membership by the Board.

Section VII.4 Every member in good standing each year is entitled to:

(a) Attend sessions at Special Meetings of the Society;

(b) One (1) vote at any given Meeting of Members of the Society; and

(c) Hold an office of the Society.

Section VII.5 Membership in the Society is not transferable.

Section VII.6 Membership shall cease:

(a) Upon the death of a member;

(b) If the member resigns by written notice given to the Secretary of the Society; or

(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 Society, 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.

Section VII.7 Upon no longer being a Member of the Society, the individual ceases to have the privileges listed in Section VII.4.

Article VIII. Meetings of Members

Section VIII.1 The Annual General Meeting (AGM) of the Society shall be held within four months of the end of the fiscal year and, in any event, no later than fifteen (15) months after the last AGM in subsequent years. The Board will call an annual meeting of Members for the purpose of:

(a) Electing Directors to the Board;

(b) Receiving the reports of the Board and the Financial statements required by the Act;

(c) Appointing a public accountant as required by the Act;

(d) ratifying by-laws amendments; and

(e) Any other business that is properly brought before the meeting or as required by the Act.

Section VIII.2 The Board may at any time call a Special Meeting of Members for the transaction of any business considered appropriate by the Board, the nature of which is to be specified in the Notice of Meetings.

Section VIII.3 The AGM and Special Meetings are open to the public.

Section VIII.4 In the event that the Chair of the Board of Directors or the Vice-Chair are absent, the Members then present will appoint the Chair for the AGM and Special Meetings. The person nominated for appointment will require a unanimous vote from Members to be appointed as Chair for the AGM.

Section VIII.5 The Secretary shall give notice to the members of the Annual General Meeting or a Special Meeting at least twenty-one (21) days before the meeting date by email to the member's registered email address and may also be posted on the Society's website or other official communication channels.

Section VIII.6 The AGM or Special Meeting will not be held as invalid due to accidental omissions when sending the notice.

Section VIII.7 For quorum to be met for the Annual General Meeting or a Special Meeting, the following must apply:

a) At least one (1) Member of the Executive are present;

b) At least fifty-one (51) percent of the Board of Directors are present, not including the Executives; and

Section VIII.8 If quorum is not met within thirty (30) minutes of the start time of a AGM or a Special Meeting, the meeting will be rescheduled, and a new notice subject to Section VIII.5 will be sent out. The agenda will not be modified for the rescheduled meeting.

Section VIII.9 A call for agenda items will be sent out to the Membership sixty (60) days before the date of the AGM. Agenda items are to be submitted to the Secretary. The deadline for agenda items will be thirty (30) days before the date of the AGM.

Section VIII.10 The Board of Directors will review and approve items for a AGM or Special Meeting agenda.

Section VIII.11 The Members shall vote on any resolutions arising at the AGM and any Special Meeting. A voting apparatus will be given to each member eligible to vote. A majority of votes shall decide the resolution. In case of a tie vote, the meeting Chair shall cast the deciding vote.

Section VIII.12 The following items require a seventy-five (75) percent majority to be considered adopted by the membership:

(a) Amendments to the name of the Society;

(b) Amendments to the Vision and Mission of the Society;

(c) The decision to dissolve the Society.

Section VIII.13 All meetings shall have recorded minutes.

Article IX. Board of Directors

Section IX.1 The Board of Directors shall manage the affairs of the Society.

Section IX.2 To be eligible to be appointed to be a Director, a person must:

(a) Be at least eighteen (18) years of age;

(b) be an individual;

(c) not have been declared incapable under the laws of a Canadian province or territory, or by a court in another jurisdiction;

(d) Be a member of the Society at the time of their election and shall remain a member throughout their term of office;

(e) Not be under the status of bankruptcy.

Section IX.3 Board of Directors

(a) The Board of Directors will have a maximum of Twelve (12) positions.

(b) The Board may appoint a Director to fill a vacancy between Annual General Meetings by majority vote of the Board, subject to ratification by the Members at the next Annual General Meeting.

Section IX.4 All Director positions can only be occupied by an individual.

Section IX.5 Subject to Section XII.13, all Directors shall receive one (1) vote on the Board of Directors and Committees they sit on.

Section IX.6 General duties of a Director include:

(a) Attending regularly scheduled meetings of the Board of Directors, attending meetings of Committees they sit on, and the General Meetings of the Society;

(b) 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 Society;

(c) Issuing a minimum of one (1) written or verbal report to the Board of Directors each month;

(d) Undertaking such other responsibilities as may from time to time be assigned to them by the Board of Directors; and

(e) Disclosing any conflict of interest as defined in the Conflict of Interest policy.

Section IX.7 Directors shall serve without remuneration, but may be reimbursed for reasonable expenses properly incurred in carrying out their duties, subject to Board-approved policies. Any compensation, honorarium, or paid service arrangement involving a Director must comply with the Act, applicable charity law, and the Society's conflict of interest policy.

Section IX.8 If a Director ceases to be a member of the Society, they shall be immediately suspended as a member of the Board of Directors. If the Director's membership is not in good standing within 30 days following the date of suspension, they shall be removed as a Director, and their position becomes vacant.

Article X. Terms

Section X.1 The following fixed term length will be enacted for Directors.

(a) An Executive will hold office for a period of three (3) years, but will be eligible for re-nomination and re-election; and;

(b) A Director will hold office for a period of two (2) years, but will be eligible for re-nomination and re-election;

Section X.2 Terms are set from the date of appointment.

Section X.3 Directors will have a probation period of 6 months from the time of appointment.

Section X.4 The Board of Directors and/or incumbent may set a lower term before the appointment.

Section X.5 The Board may renew a term for a Director by a majority vote in favour of granting an additional term.

Article XI. Removal and Suspension of Directors

Section XI.1 A Director may be suspended and/or removed for any of the following reasons:

(a) The Director has a conflict of interest that cannot be reconciled;

(b) The Director is failing in their fiduciary and/or operation responsibilities;

(c) The Director is deemed ineffective and not suited for their position;

(d) The Director has been convicted of a crime;

(e) The Director comes under the status of bankrupt; or

(f) The Director ceases being a member of the Society.

Section XI.2 A Director may be suspended by a majority vote (51%) of the Executive Committee.

Section XI.3 While suspended, a Director loses all rights and privileges provided to them in Sections 9.05, 9.06 and 9.07 of these Bylaws and access to any assets owned and operated by the Society.

Section XI.4 A suspension can be lifted by a majority vote (51%) of the Board of Directors.

Section XI.5 A Director on probation may be removed by a majority vote (51%) of the Executive Committee.

Section XI.6 A Director is considered removed from office when a majority vote (51%) is cast in favour of removing the Director at a meeting designated to debate on a motion for removal.

Article XII. Meetings of the Board of Directors

Section XII.1 Meetings of the Board of Directors may be called by the Chair of the Board of Directors or any two Directors to consider such business as may be set out in the notice. All meetings shall have recorded minutes.

Section XII.2 The Secretary of the Board is responsible for producing, distributing, and keeping records of the Board Minutes.

Section XII.3 The Society shall maintain corporate records, including minutes, resolutions, registers of directors and members, financial records, and other records required by the Act.

Section XII.4 All recorded minutes must be released within seven (7) days of the conclusion of the respective meeting.

Section XII.5 Subject to Section XII.1, Section XII.6, and Section XII.8, meetings of the Board of Directors may be conducted by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of these By-laws to be present at that meeting.

Section XII.6 Notice of meetings of the Board of Directors should be given at least five (5) working days before the date of the meeting; otherwise, the business of the meeting can be rendered null and void per these Bylaws.

Section XII.7 The Board of Directors shall meet no less than six (6) times a year. 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 five (5) days' notice unless all Board Members are present and in unanimous agreement to hold a meeting or if those not present have consented (verbally or in writing) to hold a meeting in their absence. For this purpose, notice is considered given when an email is sent to the Director's registered email address.

Section XII.8 All Members of the Society shall be entitled to attend Open Session meetings of the Board of Directors, including the meetings of the Society's Standing and Ad-Hoc Committees.

Section XII.9 The Board of Directors may, on behalf of the Society, exercise all the powers that the Society may legally exercise under the Act, the Articles or otherwise, unless the Board Members are restricted by law or by the membership 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 how any other person or persons may enter into contracts or agreements on behalf of the Society;

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 Board Members may consider advisable;

f) Borrow on the credit of the Society for the purposes of operating expenses or on the security of the Society's real and personal property;

g) Purchase insurance to protect the property, rights, and interests of the Society and to indemnify the Society, its Board Members, and members from any claims, damages, losses or costs arising from or related to the affairs of the Society;

h) Hire, evaluate, compensate and terminate all full-time, part-time or contract employees of the Society;

i) Make any changes to the Society's organizational structure; and

j) Determine the Society's strategic priorities and direction.

Section XII.10 A quorum for the transaction of business at meetings of the Board of Directors shall be 51% of the current number of serving Directors.

Section XII.11 No error or omissions concerning 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.

Section XII.12 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 meeting Chair shall cast the deciding vote.

Section XII.13 The Chair cannot vote (except for a tie vote) or move motions at any meeting of the Board of Directors or Committee.

Section XII.14 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.

Article XIII. Board Executive

Section XIII.1 The Executive of the Board of Directors will include:

(a) Chair;

(b) Sr. Vice-Chair; and

(c) Two other Vice-Chairs.

Section XIII.2 The Board of Directors will appoint each Executive position by a majority of votes in favour of the appointment.

Section XIII.3 The Executive will appoint one member of the organization as the Treasurer of the Board and another member of the organization as the Secretary of the Board.

Article XIV. Indemnification

Section XIV.1 The Society 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 they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in the execution of the duties of their office; and

b) All other costs, charges, and expenses that they sustain or incur in or about or arising from or concerning the affairs except costs, charges, or expenses thereof as are occasioned by their own willful neglect or default.

Section XIV.2 Article XIV is considered invalid if a Director commits acts of fraud, dishonesty, or acting in bad faith.

Article XV. Conflict of Interest

Section XV.1 Every Director who has any direct or indirect interest in a contract or proposed contract with the Society shall:

a) Declare their interest at the first meeting of the Board of Directors after which they became interested or aware of any such interest;

b) Request that their declaration be recorded in the minutes of the meeting; and

c) Not vote on any resolution or participate in any discussion concerning the resolution concerning the contract or proposed contract.

Article XVI. Board Committees

Section XVI.1 The following standing committees of the Board of Directors are established:

(a) Executive

(i) The Executive Committee shall consist of all Executive Officers, and subject to the ratification by the Board of Directors, the Executive Committee shall possess and may exercise all powers of the Board of Directors in the management of the business and affairs of the Society between meetings of the Board of Directors and is vested with the authority necessary to carry out Board of Directors policies and decisions.

(b) Finance and Audit

Section XVI.2 The Board of Directors shall, when appointing any committee, set out the purpose of the committee and its procedures and its powers.

Section XVI.3 The Board of Directors may, from time to time, appoint any committees that it considers necessary or appropriate.

Section XVI.4 Directors may be appointed to Committees by a majority vote of the Board of Directors or respective Committee Chair. The same method will apply to removing a Director from a Committee.

Section XVI.5 All Standing and Ad-Hoc Committees must appoint a Chair, Vice-Chair, and Secretary. These names must be submitted to the Secretary of the Board.

Section XVI.6 The respective Chair of the committee will set the agenda.

Section XVI.7 All Committee meetings must have recorded minutes and are subject to Section XII.4. The committee secretary is responsible for producing and distributing the committee minutes. Committee minutes must be submitted to the Secretary of the Board for record-keeping.

Section XVI.8 Committee members shall vote on any resolutions arising at any meeting of their respective committee. A majority of votes shall decide the resolution. In case of a tie vote, the meeting Chair shall cast the deciding vote.

Article XVII. Agents and Employees

Section XVII.1 The Board of Directors may appoint and retain any agents, employees, and advisors it considers necessary. The persons appointed or retained shall have the authority to perform the duties prescribed by the Board of Directors.

Article XVIII. Insurance

Section XVIII.1 The Society must maintain an insurance policy that covers board liability. The Board of Directors will determine the coverage amounts and consideration for additional insurance products.

Article XIX. Amendments of articles or by-laws

Section XIX.1 Except in respect of matters referred to in the Act, the Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities of affairs of the Society. Such by-law, amendment or repeal is effective from the date of the resolution of the Board of Directors and remains so until the next meeting of Members where it may be confirmed, rejected, or amended 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.

Article XX. Rules of Order

Section XX.1 Unless otherwise provided for, all rules and procedural issues at all meetings of the Society shall be determined in accordance with the latest version of "Robert's Rules of Order".