



## **Canadian Pride Historical Society By-Laws**

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## **CANADIAN PRIDE HISTORICAL SOCIETY BY-LAWS**

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### **Article I. Title**

*Section 1.01 The title of this Society shall be the Canadian Pride Historical Society.*

*Section 1.02 This document is the general By-laws of the Canadian Pride Historical Society. These By-laws regulate the transaction of business and affairs of the Canadian Pride Historical Society.*

### **Article II. Interpretation**

*Section 2.01 In these By-laws, unless the context otherwise requires:*

*Section 2.02 "AGM" refers to the Annual General Meeting;*

*Section 2.03 "Board Members" refers to those who sit on the Board of Directors of the Canadian Pride Historical Society;*

*Section 2.04 "Executive" refers to the Executive of the Society which includes the Chair, Vice-Chair, Treasurer and Secretary;*

*Section 2.05 "Good standing" refers to members who are up-to-date on their member dues and not facing any forms of suspension;*

*Section 2.06 "Majority of votes" or "Majority vote" refers to a fifty-one (51) percent majority of the votes cast by the eligible voting members that are in attendance at a meeting when a vote is called;*

*Section 2.07 "Membership" refers to members in good standing registered with the Society;*

*Section 2.08 "Society" refers to The Canadian Pride Historical Society;*

*Section 2.09 "Registered address" of a member refers to their address as recorded in the Register of Members; and*

*Section 2.10 Words purporting the singular include the plural and vice versa.*

### **Article III. Vision**

*Section 3.01 To inspire conversations about the future of the Pride Movement in Canada as we share the stories of our past.*

### **Article IV. Mission**

*Section 4.01 Connect people to the history of the Pride Movement in Canada through stories and promote an understanding of why we have Pride.*



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### **Article V. Head Office**

*Section 5.01 The Society's head office shall be in such place in Canada as the Board of Directors may determine.*

### **Article VI. Finances**

*Section 6.01 The fiscal year of the Society shall terminate on the thirty-first (31<sup>st</sup>) day of March in each year.*

*Section 6.02 The Annual Budget for the upcoming fiscal year must be presented to and passed by the Board of Directors no later than the thirty-first (31<sup>st</sup>) day of January in each year.*

*Section 6.03 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 official of the financial institution to do any act or thing on the Society's behalf to facilitate the financial affairs.

*Section 6.04 The securities of the Society 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.*

*Section 6.05 The Treasurer will be responsible for all financial records, reports, and statements and will be the guardian of these documents.*

### **Article VII. Membership**

*Section 7.01 The membership of the Society 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 7.02 The Board of Directors will maintain the following classes of member:*

- (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;



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- (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 7.03 Individuals 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 7.04 Every member in good standing of each year is entitled to:*

- a) Attend in-camera sessions at Special Meetings of the Society;
- B) Vote at General Meetings of the Society; and
- C) Hold an office of the Society.

*Section 7.05 Membership in the Society is not transferable.*

*Section 7.06 Each member is entitled to one vote at Special Meetings and the AGM of the Society.*

*Section 7.07 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. Notice of the meeting shall be served upon the member per these bylaws not less than seven (7) days before the meeting and shall set out the grounds for the proposed termination of the membership and advising the member of the right to make representations to the Board of Directors before voting on the resolution.

*Section 7.08 Upon no longer being a Member of the Society the individual ceases to have the privileges listed in Section 7.04.*

### **Article VIII. Annual General Meeting and Special Meetings of Members**

*Section 8.01 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 following business shall be conducted at the AGM:*



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- a) Report from the Board of Directors;
- b) Presentation of the financial reports;
- d) By-law additions, deletions and amendments; and
- f) Any other business that is properly brought before the meeting.

*Section 8.02 The AGM and Special Meetings are open to the public.*

*Section 8.03 The Board of Directors will appoint the Chair for the AGM and Special Meetings. The person nominated for appointment will require a unanimous vote from the Board of Directors to be appointed as Chair for the AGM.*

*Section 8.04 The Secretary shall give notice to the members of the Annual General Meeting or of a General Meeting at least twenty-one (21) days before the date of the meeting. Two of the following methods may be used:*

- a) Posting in a newspaper or flyer;
- b) Posting a community bulletin board;
- c) Faxing;
- d) Emailing;
- e) Posting on the Society's website and social media pages,

*Section 8.05 The AGM or Special Meeting will not be held as invalid due to accidental omissions when sending out the notice.*

*Section 8.06 For Quorum to be met for the Annual General Meeting the following must apply:*

- a) At least two (2) Executives are present;
- b) At least fifty-one (51) percent of the Board of Directors are present not including the Executive; and

*Section 8.07 If quorum is not met within thirty (30) minutes of the start time of the AGM. The meeting will be rescheduled and a new notice subject to Section 8.04 will be sent out. The agenda will not be modified for the rescheduled meeting.*

*Section 8.08 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 8.09 The Board of Directors will review and approve items for the AGM agenda.*

*Section 8.10 The membership 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 Chair of the meeting shall cast the deciding vote.*



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*Section 8.11 The following items require a seventy-five (75) percent majority to be considered adopted by the membership:*

- a) Amendments to the By-laws;
- b) Amendments to the name of the Society;
- c) Amendments to the Vision and Mission of the Society;
- d) The decision to dissolve the Society.

*Section 8.12 The Board of Directors shall call a Special Meeting:*

- a) At their discretion, as suits the needs of the Society;
- b) If at least fifty-one (51) percent of the members of the Society request that a Special Meeting be held. This shall be known as a call for a Special Meeting and must be submitted in writing to the Secretary with the signatures of the members wishing to hold to a Special Meeting.

*Section 8.13 When a Special Meeting is called by the membership the Board of Directors must hold the Special Meeting within thirty (30) days upon receiving the notice of a call for a Special Meeting.*

*Section 8.14 Special Meetings will be subject to Section 8.04.*

*Section 8.15 The requirements set out in Section 8.06 are needed for Quorum to be met for a Special Meeting.*

*Section 8.16 Agendas for Special Meetings will be set by the group that calls the meeting.*

*Section 8.17 All meetings shall have recorded minutes.*

### **Article IX. Article VIII. Board of Directors**

*Section 9.01 The affairs of the Society shall be managed by a Board of Directors.*

*Section 9.02 To be eligible to be appointed to the Board of Directors a person must:*

- a) Be at least eighteen (18) years of age;
- b) Be a member of the Society at the time of their election and shall remain a member throughout their term of office;
- c) Be bondable;
- D) Not be under the status of bankruptcy.

*Section 9.03 Board Members*

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



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b) Board Members are to be appointed to the Board at a duly convened Board meeting with a majority of votes in favor of the appointment.

c) Vacant Board Member positions will be filled by the procedure in Section 9.03(b).

*Section 9.04 All Board Member positions can only be occupied by a single person.*

*Section 9.05 Subject to Section 12.12, all Board Members shall receive one (1) vote on the Board of Directors and Committees they sit on.*

*Section 9.06 General duties of a Board Member 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;

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 Society;

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

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

f) Disclosing any conflict of interest as defined in the article entitled Conflict of Interest.

*Section 9.07 Board Members may be paid an honorarium or annual salary, the sum of which will be decided, reviewed and amended by the Membership at a General Meeting.*

*Section 9.08 If a Board Member ceases to be a member of the Society, they shall be immediately suspended as a Board Member. If the Board Member's membership is not in good standing within 30 days following the date of suspension, they shall be removed as a Board Member and their position becomes vacant.*

### **Article X. Terms**

*Section 10.01 The following fixed term length will be enacted for Board Members.*

a) An Executive term will be for a maximum of three years; and;

b) A Board Member at Large term will be for a maximum of two years;

*Section 10.02 Terms are set from the date of appointment.*

*Section 10.03 Board Members will have a probation period of 6-months from the time of appointment.*

*Section 10.04 The Board of Directors and/or incumbent may set a lower term before the appointment.*



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*Section 10.05* The Board may renew a term for a Board Member by a majority vote in favor of granting an additional term.

### **Article XI. Removal and Suspension of Board Members**

*Section 11.01* A Board Member may be suspended and/or removed for any the following reasons:

- a) The Board Member has a conflict of interest that cannot be reconciled;
- b) The Board Member is failing in their fiduciary and/or operation responsibilities;
- c) The Board Member is deemed ineffective and not suited for their position;
- d) The Board Member has been convicted of a crime;
- f) The Board Member comes under the status of bankrupt; or
- g) The Board Member ceases being a member of the Society.

*Section 11.02* A Board Member may be suspended by a majority vote (51%) of the Executive Committee.

*Section 11.03* While suspended, a Board Member loses all rights and privileges provided to them in Section 9.05, 9.06 and 9.07 of these By-Laws and access to any assets owned and operated by the Society.

*Section 11.04* A suspension can be lifted by a majority vote (51%) of the Board of Directors.

*Section 11.05* A Board Member on probation may be removed by a majority vote (51%) of the Executive Committee.

*Section 11.06* A Board Member is considered removed from office when a majority vote (51%) is cast in favor of removing the Board Member at a hearing designated for the purpose debating on a motion for removal.

### **Article XII. Meetings of the Board of Directors**

*Section 12.01* Meetings of the Board of Directors may be called by the Chair of the Board of Directors or any two Board Members for the purpose of considering such business as may be set out in the notice. All meetings shall have recorded minutes.

*Section 12.02* The Secretary of the Board is responsible for producing, distributing, and keeping records of the Board Minutes.

*Section 12.03* All recorded minutes must be released within seven (7) days of the conclusion of the respective meeting.





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*Section 12.04 Subject to Section 12.01, Section 12.05, Section 12.07, meetings of the Board of Directors may be conducted by telephone, internet, electronic mail, or similar devices.*

*Section 12.05 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 By-laws.*

*Section 12.06 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 Board Member's registered email address.*

*Section 12.07 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 12.08 The Board of Directors may, on behalf of the Society, exercise all the powers that the Society may legally exercise under the Act, the Letters Patent 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.



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*Section 12.09 A quorum for the transaction of business at meetings of the Board of Directors shall be 51% of the current number of serving Board Members.*

*Section 12.10 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 12.11 The Board Members 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 cast the deciding vote.*

*Section 12.12 The Chair cannot vote (with the exception of a tie vote) or move motions at any meeting of the Board of Directors or Committee.*

*Section 12.13 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 favor or against any resolution.*

### **Article XIII. Board Executive**

*Section 13.01 Executive of the Board of Directors will include:*

- a) Chair;
- b) Vice-Chair;
- c) Treasurer; and
- d) Secretary.

*Section 13.02 The Board of Directors will appoint each position of the Executive by a majority of votes in favour of the appointment.*

### **Article XIV. Indemnification**

*Section 14.01 The Society shall indemnify and save harmless the Board Members, 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 in relation to the affairs except costs, charges, or expenses thereof as are occasioned by their own willful neglect or default.



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*Section 14.02 Article XIV is considered invalid if a Board Member commits acts of fraud, dishonesty, or acting in bad faith.*

### **Article XV. Conflict of Interest**

*Section 15.01 Every Board Member 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 16.01 The following standing committees of the Board of Directors are established and shall be respectively chaired as follows:*

- (a) Executive - Chair;
  - (i) The Executive Committee shall consist of all Executive Members 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 - Treasurer;
- (c) Fundraising – Vice-Chair; and
- (d) Governance – Secretary.

*Section 16.02 The Board of Directors shall, when appointing any committee, set out the purpose of the committee and its procedures and its powers.*

*Section 16.03 The Board of Directors may, from time to time, appoint any committee or committees that it considers necessary or appropriate.*

*Section 16.04 Board Members may be appointed to Committees by a majority vote of the Board of Directors or respective Committee Chair. The same method will apply to remove a Board Member from a Committee.*

*Section 16.05 All Board Members shall be a member of at least one (1) Standing Committee.*

*Section 16.06 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.*



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*Section 16.07 The agenda will be set by the respective Chair of the committee.*

*Section 16.08 All Committee meetings must have recorded minutes, and are subject to Section 12.03. The Secretary of the committee is responsible for producing and distributing the committee minutes. Committee minutes must be submitted to the Secretary of the Board for record-keeping.*

*Section 16.09 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 Chair of the meeting shall cast the deciding vote.*

### **Article XVII. Agents and Employees**

*Section 17.01 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.*

### **Article XVIII. Dissolution**

*Section 18.01 If the Society dissolves, and, after payment of liabilities, all assets, exclusive of archival and library holdings, shall be distributed to Canadian registered charities and not-for-profit organizations devoted to the interests of the gender, sexual and relationship diverse community. Archival and library holdings shall be offered to the ArQuives on a first-right-of-refusal basis. Upon refusal, or in the absence of the ArQuives, a situation suitable to the permanent preservation of such holdings will be arranged by the Executive.*

### **Article XIX. Insurance**

*Section 19.01 The Society must maintain an insurance policy that covers both general liability and board liability. The amounts of coverage as well as additional insurance products will be determined by the Board of Directors.*

### **Article XX. Amendments**

*Section 20.01 By-laws of the Society may be enacted, repealed, amended, added to, or re-enacted by the membership of the Society during an Annual General Meeting or Special Meeting of Members.*