



**Muskoka Pride**  
**By-Laws**  
**As of January 28, 2014**  
**V. 1.0**

## By-Laws

A by-law relating generally to the transaction of the affairs of Muskoka Pride.

BE IT ENACTED as a by-law of Muskoka Pride as follows:

### ARTICLE 1: ORGANIZATION AND PURPOSE

#### Section 1 Name and Charter

1.1 Muskoka Pride is comprised of a General Membership, a Board of Directors, an Executive Committee & Sub-Committees.

1.2 For the purpose of these Bylaws Muskoka Pride shall be known as the organization.

#### Section 2 Non-Discrimination Policy

In all of its activities, efforts, policies, and in the composition of committees, the organization shall have as a central aspiration the achievement of gender parity through active recruitment. The organization shall not discriminate with regard to age, race, sex, creed, national or cultural origin, religious affiliation, sexual orientation, gender identification, physical ability or health status.

#### Section 3 Organization

The organization shall be comprised of:

- a) The Muskoka Pride General Membership as defined in Article IV hereunder,
- b) The Muskoka Pride Board of Directors and Executive Committee, which shall have responsibility for the management and policies of the organization.

#### Section 4 Mission

To increase awareness of the LGBTQA community of Muskoka and create opportunities for inclusivity within the local region that overcome heterosexism and homo/bi/transphobia providing a safe community for LGBTQA people.

#### Section 5 Vision

To provide visibility of and positive inclusion for the LGBTQA community of Muskoka through planning and hosting pride events throughout the community.

#### Section 6 Objectives

1. To organize annual pride events in Muskoka Area
2. To promote education in the community about LGBTQA culture and community
3. To foster a positive and safe space for all
4. To create opportunities to overcome heterosexism and homo/bi/transphobia

#### Section 7 Records, Minutes and Books

The records of Muskoka Pride will be maintained by the Board of Directors and stored electronically with all annual reports posted on the website.

## Section 8 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31.

## Section 9 Governing Instruments

The organization shall be governed by its Bylaws. These amended Bylaws shall become effective upon passage and adoption by the Membership and governing Board of Directors at the May 28, 2013 Muskoka Pride meeting.

## ARTICLE II: DIRECTORS

### Section 1 Board of Directors

The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the organization, shall determine its policies or changes therein, supervise the disbursement of its funds, and shall actively undertake the execution of its purposes and objectives.

- a) The Board of Directors shall exercise all powers of the organization and will take action which is not prohibited or reserved to the membership (by law or by these bylaws).
- b) The Directors may delegate to an investment manager or advisor the powers and duties to invest the organization's funds subject to the direction and supervision of the Directors.
- c) The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the organization as shall be deemed advisable, provided such rules and policies do not conflict with any provisions of these bylaws. (Such rules, policies, and procedures shall be known and designated as the Muskoka Pride Policies and Procedures).
- d) The Board of Directors shall be responsible for creating and implementing such arrangements as required to provide for the conduct of Muskoka Pride business and may delegate authority and responsibility to the executive and other committees.
- e) No member of the organization shall receive remuneration for any services provided to the organization.

### Section 2 Composition

Muskoka Pride shall be governed by a Board of Directors comprised of at least five (5) and no more than thirteen (13) members. Board members shall serve without compensation. The members of the Board of Directors shall, as much as possible, reflect the diversity within the Muskoka Region's lesbian, gay, bisexual, and transgendered community. To be eligible for election to the Board of Directors a person must be a member in good standing who has been a member for a minimum of six (6) months.

### Section 3 Terms of Office

Members of the Board of Directors shall serve in office for a term of two (2) years from the Annual General meeting of the year of their selection through to the Annual General meeting of the second year of their term. New Board members elected or appointed after the Annual General meeting shall

begin their terms at the next board meeting held after such appointment and shall serve until the expiration of the term such person shall have been elected or appointed to fill.

### 3.1 Board Member

The members of the Board of Directors shall serve for terms of two (2) years. A Director may be re-elected without limitation on the number of terms he or she may serve. The organization will endeavor to ensure that there is a balance between returning and new Board members.

### 3.2 Officers

Officers shall be members of the Board of Directors and shall hold office for terms of two (2) years. Officers may run for additional terms as their term expires. Officers shall begin their terms at the next board meeting held after such appointment and shall serve until the expiration of the term such person shall have been elected or appointed to fill.

## Section 4 Elections

A nominating Committee to nominate candidates for position on the Board may be established from time to time as the Board may direct. Annual elections for the Board of Directors shall take place at the Annual General meeting of Muskoka Pride. The majority of members present shall determine the vote.

## Section 5 Resignations

Any member of the Board of Directors may resign by delivering written notice of resignation to the secretary. The secretary shall present the letter for its acceptance at the Board's upcoming meeting. Resignation from the Board of Directors does not automatically include a resignation from membership in the organization.

## Section 6 Removal

Executive Committee members and Directors of the Board can be removed from office at a regular board meeting. A 75% vote of the membership in attendance to support the motion will be required. The Executive Committee member or Director of the Board that is named in the motion shall not have a vote on the motion.

## Section 7 Vacancies

Any vacancies in the membership of the Board, whether caused by death, resignation, removal or otherwise, may be filled by the Board of Directors at any regular or special meeting called for that purpose. Directors so appointed shall serve the rest of the term of their predecessors and until their successors are elected and qualified. The Board in its discretion may provide for soliciting nomination or securing other input from the membership before filling a vacancy.

## Section 8 Committees

The Board of Directors shall establish and maintain the following committees:

- a) The Executive Committee shall be comprised of Chair, Vice Chair, Secretary, Treasurer and one additional member as selected by a vote of the Board. . The Executive Committee shall be required to have a minimum of three positions filled to be considered active.
- b) Ad hoc Committees: To be created and dissolved as necessary.

### 8.1 Executive Committee

8.1.1 All officers of the Executive Committee except the Executive member appointed by the Board shall be elected at the AGM by simple majority.

8.1.2 All Executive Committee members shall hold office from the date of election until the AGM at the end their term.

8.1.3 The Executive Committee will be responsible for ensuring an annual report is prepared and distributed for the AGM.

8.1.4 Should a vacancy be created by the resignation of an Executive Committee member, the Chair shall ask the Board of Directors to appoint an individual to fill the vacancy until the next Annual General meeting.

#### 8.1.5 Executive Committee Functions

- i. The Executive Committee shall be responsible for effectively communicating the organization's Mission, Vision and Objectives to the Board of Directors, any sub-committee, the membership and community at large. The Executive Committee shall be responsible for bringing to the attention and action of the Board of Directors and the organization's Membership any departures from the Mission, Vision and Objectives.
- ii. The Executive Committee shall be empowered to make operational decisions integral to the execution of the Mission, Vision and Objectives of the organization as indicated by the approved budget without the requirement of a vote by the general membership. All decisions above and beyond operational decisions as well as any special monetary decisions beyond the annual budget that are in excess of two hundred dollars (\$200.00) must be brought to a meeting of the Board of Directors for a vote.
- iii. The Executive Committee acts for the Board of Directors in emergencies or in other situations where time factors do not permit awaiting the next regularly scheduled meeting of the Board of Directors. A summary of the business conducted at any meeting of the Executive Committee shall be reported to the full Board at the next regularly scheduled Board meeting.
- iv. Office of the Chair:
  - a) The Chair serves as chief executive and administrative officers of Muskoka Pride.
  - b) The Chair presides at all meetings of the membership, Executive Committee and the Board of Directors of the organization.

- c) The Chair shall serve as a member of all committees and sub-committees, or select a delegate representative from either the Board of Directors or the general membership.
- d) The Chair shall act as spokespersons for the organization.
- e) The Chair shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors.
- v. Office of the Secretary: The Secretary shall have the general powers and duties usually vested in the office of Secretary of an organization, shall keep minutes of all meetings of the Executive Committee, Board of Directors and the membership, shall authenticate the records of the organization and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:
- a) Provide proper notices in accordance with these bylaws,
- b) Have charge of all the correspondence of the organization and be under the direction of the Chair of the Executive Committee.
- c) Ensure that a proper database of members is maintained, and
- d) Act as spokesperson for the organization in the absence of both the Chair and Vice Chair.
- vi. Office of the Treasurer: The Treasurer shall have the general powers and duties vested in the office of the Treasurer of an organization, including the responsibility for all funds and securities for the organization, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:
- a) Oversee the financial management of the organization;
- b) Provide for the payment of all bills and obligations of the organization as directed by the Board of Directors;
- c) Keep a complete and correct account of all monies received and disbursed by the organization;
- d) Provide a financial statement of the organization to the Board of Directors at least quarterly or as requested by the Board of Directors; and
- e) Submit a full financial report to the members at the Annual General meeting.

The Board may require the Treasurer to give a bond for the faithful discharge of her/his duties, the cost of which shall be borne by the organization.

8.1.6 Sub-Committees: The Executive Committee can create any sub-committee deemed necessary to fulfill the Mission, Vision and Objectives of the organization. No committee may:

- a) Authorize payment of a dividend or any part of the assets of the organization to its Directors or officers.
- b) Approve dissolution, merger, or the sale, pledge, or transfer any of the organization's assets.
- c) Elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees.

d) Adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

The Board of Directors is not bound by the decisions of any committee. The protocol for decision-making within the scope of committees shall include a process for consultation with the Board of Directors and fellow committee members.

### Section 9 Annual General Meetings and Notice

Muskoka Pride shall hold an Annual General Meeting within ninety (90) days of the fiscal year end each year. The Annual Meeting of the Membership for election of officers and for the transaction of such other business as may properly come before it, shall be held, without further notice than these bylaws, immediately after and at the same place as the annual meeting. Fourteen (14) days' notice of the Annual General Meeting shall be given to the membership.

#### 9.1 Meetings of the General Membership and Notice

Meetings of the general membership of the organization shall be held at such time and place as may be determined by the Board. Special meetings of the Board may be called at the request of any officer or by one-third (1/3) of the Directors. Special Meetings of the general membership may be called at the request of one-third (1/3) of the Directors or on the presentation of a petition to the Chair containing the signatures of one-third (1/3) of the members in good standing. Notice of all meetings of the Board or organization shall be given by mailing, emailing, telephoning or delivering notice at least one (1) week before the meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of such meeting unless specifically required by law or these bylaws.

#### 9.2 Meetings of the Board of Directors and Executive Committee

The Board of Directors shall be required to meet at least 8 times per year. The Executive Committee will meet as necessary at the call of the Chair.

#### 9.3 Attendance

To maintain voting eligibility, a member of the Board of Directors must attend at least 75% of the Board of Directors meetings in the fiscal year. For purposes computing compliance, the calendar year begins in January and runs through December. Notification of any planned absence must be made to an Officer of the Board in advance in order to be considered excused. Emergency absences that preclude advance notice must be made to an Officer of the board no later than one week after the scheduled meeting. Failure to make notification of absences may result in removal from the Board. Additionally a Board member who misses three (3) consecutive meetings and has not been excused will lose voting eligibility.

### Section 10 Quorum

i. A majority of the filled Executive Committee or Board of Director positions will constitute a quorum for Executive Committee meetings and Board meetings.

ii. Quorum for all general meetings and special meetings of the membership shall be 2/3 of the Members in good standing that are present.

## Section 11 Business Arising Between Scheduled Meetings

New business may occasionally arise between regularly scheduled Board meetings. A majority of the Executive Committee shall decide if such business requires a special meeting of the Board or may be placed on the agenda of the next regularly scheduled meeting. Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone, web, email or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

## Section 12 Financial Reporting

The Board of Directors of organization shall publish a preliminary financial report of the Annual PRIDE Event within one hundred and twenty (120) days after the event. Financial statements shall be prepared and presented at the Annual General Meeting.

### 12.1 Remuneration

Unless authorized at any meeting and after notice for same shall have been given, no office or member of the organization shall receive any remuneration for his/her services.

### 12.2 Borrowing Powers

For the purpose of carrying out its objects, the organization may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the organization, and in no case shall debentures be issued without the sanction of a special resolution of the organization.

### 12.3 Funds

All funds of the organization shall be deposited in the name of the organization in such banks, trust companies or other depositories as the Board of Directors may select. All funds of the organization shall be deposited in such accounts in a timely fashion.

### 12.4 Gifts

- i. The Board may accept on behalf of the organization any contribution, gift, bequest or device for any purpose of the organization.
- ii. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons.

### 12.5 Signing Authority

The Board of Directors shall appoint 3 members to have signing authority. Two of the three signatures will be required for any banking, financial transactions or contractual agreements involving the organization. One signature will consist of either the Chair or the Treasurer.



## 12.6 Contracts

- i. No member of the organization shall be authorized to make any contracts for or on behalf of the organization; nor shall any member be authorized to obligate the organization to perform under any contract or to pay any sum of money.
- ii. All written contracts shall require the approval of the Board of Directors and shall be executed by the Chair, and in her/his absence, the Secretary, and attested by another Director.

## ARTICLE III: MEMBERSHIP

### Section 1 Individual membership

- i. Individual membership is divided into three categories—Participating membership and Electronic or e-membership.
- ii. Individual membership may be granted to any person who supports the mission, vision and objectives of Muskoka Pride as set out in Article 1 of these by-laws and pays an annual membership fee as set by the Board of Directors and valid for one year from the date of payment; and
- iii. Dependent upon the category of membership, may allow the person to access relevant mailings, to vote at the Annual General Meeting and other General Assembly meetings, but does not entitle such person to vote at meetings of the Board of Directors unless elected to the Board of Directors.
- iv. Participating membership:
  - a. May be granted to any person living or working in the Muskoka Region who:
    - i. has filled out the official Muskoka Pride membership registration form; and
    - ii. has contributed six (6) hours to the research, writing, planning, or execution of one or more Muskoka Pride initiative(s) per year; or
    - iii. has participated in person or by other means in at least three (3) Muskoka Pride meetings per year, which need not be monthly meetings and need not be consecutive; or
    - iv. has engaged in a combination of (ii) and (iii) for a total of six (6) hours.
  - b. Entitles a person to:
    - i. vote at the Annual General Meeting and other General Assembly meetings; and
    - ii. run for a position on the Board of Directors.
- v. Electronic membership or e-membership:
  - a. May be granted to any person who:
    - i. follows or subscribes to Muskoka Prides social and/or electronic media.
  - b. Entitles a person to:
    - i. attend all meetings and participate in discussion;

- ii. but not engage in decision-making or voting
- vi. The membership year for Muskoka Pride members begins the day of each Annual General Meeting and concludes the day before the following Annual General Meeting.
- vii. Sixty (60) days before each Annual General Meeting, all Muskoka Pride members will be contacted by the secretary/membership coordinator to renew their membership by completing or updating their official registration form.
- viii. Members who wish to vote at the Annual General Meeting or any other General Meetings in the coming year will be required to submit their updated registration forms 30 or more days before the Annual General Meeting. Members who do not submit their registration forms 30 days before the Annual General Meeting will be considered to be e-members or non-voting members.

## Section 2 Organizational membership

- i. Organizational membership is divided into two categories: Participating organizational membership and supporting organizational membership.
- ii. Participating organizational membership:
  - a. May be granted to any organization that:
    - i. has the primary purpose of meeting the needs of sexually diverse and gender diverse communities, from this point forward referred to in this document as 'queer'; and/or
    - ii. has the primary purpose of working towards social justice objectives; and/or
    - iii. supports the mission, vision, values and objective of Muskoka Pride as set out in Article 1 of these by-laws; and
    - iv. pays an annual membership fee valid for one year from the date of payment at a rate determined by the Board of Directors.
  - b. Entitles an organization to:
    - i. receive all minutes of General Assembly and Board of Directors meetings; and
    - ii. access all relevant mailings; and
    - iii. vote at all General Assembly meetings and the Annual General Meeting  
(one vote per organization)
- iii. Supporting organizational membership:
  - a. May be granted to any other organization:
    - i. with a primary purpose which may or may not be that of meeting the needs of queer communities and/or of working towards social justice objectives;
    - ii. but which supports the aims of the mission, vision, values and objectives as set out in Article 1 of these bylaws; and

iii. pays the annual membership fee as determined by the Board of Directors.

b. Entitles an organization to:

i. access to relevant mailings; and

ii. but does not entitle such organization to vote at Steering Committee meetings.

### Section 3 Membership in good standing

i. "Member(s) in good standing" means organization(s) or individual(s) not in arrears in respect of the applicable membership fee.

### Section 4 Discipline and/or Removal

i. Upon receipt and investigation of a written complaint by a participating member of the organization, the Board of Directors may recommend suspension or involuntary removal of a Muskoka Pride member or members, including participating members or electronic members, as well as members of the Board of Directors and coordinators, for any of the following reasons:

a. conduct or behaviour at Muskoka Pride meetings, gatherings or events that has a negative impact on the integrity of the organization;

b. conflict of interest violations;

c. conviction of charges of illegal behaviour connected to Muskoka Pride activities, events, projects, initiatives or facilities;

d. malfeasance;

e. conduct or behaviour at Muskoka Pride meetings, gatherings or events that has a negative impact on the safety and security of Muskoka Pride members and guests;

f. conduct or behaviour at Muskoka Pride meetings, gatherings or events, or on behalf of Muskoka Pride at external meetings, gatherings or events, that contravenes Muskoka Pride policies on discrimination or harassment;

g. other conduct that violates the bylaws or established policies and procedures of Muskoka Pride.

ii. Suspension of a Muskoka Pride member for a period of not more than six months, regardless of the member's status, position or responsibility, may be enacted by the Board of Directors at a special meeting held for that purpose.

iii. A member may appeal their suspension to the general membership at a special meeting held for that purpose, adherent to requirements of a Special General Meeting as noted in the Muskoka Pride bylaws.

iv. Dismissal or confirmation of suspension of the member in question may be enacted by a two-thirds majority vote of the members participating, providing quorum is achieved.

v. Involuntary removal of a Muskoka Pride member, regardless of the member’s status, position or responsibility, may be enacted through a carried motion by the general Muskoka Pride membership at a special meeting held for that purpose, adherent to requirements of a Special General Meeting as noted in the Muskoka Pride bylaws.

ARTICLE IV: AMENDMENTS

Section 1 Bylaws Special Resolution

The organization shall notify the membership of the place, date, and time of any general meeting that will affect the bylaws of Muskoka Pride with 21 days or more notice of this meeting.

Section 2 Bylaws

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 75% of the members in favour of this Special Resolution.

ARTICLE V: PROPERTY

Section 1 Ownership of Physical and Intellectual Property

All property purchased, gifted, developed or created for the purposes of the organization’s Vision, Mission or Objectives belong to the organization. Property of Muskoka Pride is to be returned to the Board of Directors when membership is ended (by revoking or by withdrawal) or when a cessation of duty occurs.

ARTICLE VI: DISSOLUTION

Section 1 Dissolution

In the event that the organization dissolves, after payment of liabilities, all assets or the proceeds from the sale thereof shall be distributed to registered charities serving the queer community of the Muskoka Region. The Board of Directors will be responsible for ensuring the appropriate distribution of assets.

These bylaws supersede all previous bylaws and amendments and have been approved on May 28, 2013 in the District of Muskoka.

Witness:

\_\_\_\_\_

Signature

\_\_\_\_\_

Printed Name

## Appendix 1

### TERMS OF REFERENCE

#### Ad Hoc Committees

MEMBERSHIP: (Total - X members)

1 Board member

X Community Representative/Volunteers

#### TERMS OF MEMBERSHIP:

The Board of Directors of Muskoka Pride shall appoint the Chair and Committee Members.

Committee membership will be for a period determined by the Board of Directors.

An Ad Hoc Committee may be struck as and when the Board of Directors deems necessary. Such Committee will be for a specific terms and have a specific mandate.

The duties of the Committee shall be but not limited to:

1. Carry out such tasks as the Board of Directors of Muskoka Pride may direct.