

**PROPOSED BY-LAW AMENDMENTS FOR THE 2020
MUSKOKA PRIDE ANNUAL GENERAL MEETING
SATURDAY NOVEMBER 14 AT 4:00PM VIA ZOOM**

All changes are **highlighted yellow**.
Deletions are shown with a ~~strikethrough~~.
New additions are **bolded in RED**



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Muskoka Pride By-Laws

As of November ~~8, 2018~~ **14, 2020**

V. ~~3.1~~ **4.0**

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A bylaw relating generally to the transaction of the affairs of Muskoka Pride Community.

ARTICLE 1: ORGANIZATION AND PURPOSE

Section 1 Name

- 1.1 The name of the organization shall be Muskoka Pride Community, hereinafter referred to as Muskoka Pride.

Section 2 Non-Discrimination

- 2.1 Muskoka Pride shall not tolerate any harassment or discrimination, as defined by the Ontario Human Rights code. Muskoka Pride shall not discriminate with regard to age, race, sex, creed, national or cultural origin, religious affiliation, sexual orientation, gender identification or expression, physical ability, health status, and marital/family status, or any additional prohibitions of the Ontario Human Rights Code or Canadian Charter of Rights and Freedoms.

Section 3 Organization

- 3.1 Muskoka Pride shall be comprised of:
 - 3.1.1 The Muskoka Pride General Membership as defined in Article III hereunder,
 - 3.1.2 The Muskoka Pride Board of Directors and Executive Committee, which shall have responsibility for the management and policies of Muskoka Pride.

Section 4 Mission

- 4.1 To increase awareness of the lesbian, gay, bisexual, transgender, **and** queer, **and ally** (LGBTQA **LGBTQ+**) community of Muskoka and create opportunities for inclusivity within the **local** region that **overcome challenge** heterosexism and **LGBTQA LGBTQ+** discrimination providing a safer **LGBTQA LGBTQ+** community for **LGBTQA LGBTQ+** people.

Section 5 Vision

- 5.1 To provide visibility of **and positive inclusion for** the **LGBTQA LGBTQ+** community of Muskoka through planning and hosting pride events throughout the **community region**.

Section 6 Objectives

- 6.1 To organize annual pride events in Muskoka.
- 6.2 To promote education in the community about **LGBTQA LGBTQ+** culture and community
- 6.3 To foster a positive and safer **space** for all

6.4 To create opportunities to overcome challenge heterosexism and LGBTQ+ discrimination

Section 7 Records, Minutes and Books

7.1 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

8.1 The fiscal year of the corporation shall be from April 1 to March 31.

Section 9 Governing Instruments

9.1 Muskoka Pride shall be governed by its Bylaws, Policies and Standards. These amended Bylaws shall become effective upon passage and adoption by the Membership and governing Board of Directors at the November 8, 2018 14, 2020 Muskoka Pride Annual General Meeting (AGM).

9.1 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Muskoka Pride in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Muskoka Pride may adopt. This includes but is not limited to disputes concerning rules and procedures.

ARTICLE II: OFFICERS AND DIRECTORS

Section 1 Board of Directors

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

1.2 The Board of Directors shall exercise all powers of Muskoka Pride and will take action which is not prohibited or reserved to the membership (by law or by these bylaws).

1.3 The Directors may delegate to an investment manager or advisor the powers and duties to invest Muskoka Pride's funds subject to the direction and supervision of the Directors.

1.4 The Board of Directors may adopt by majority vote such rules, policies and standards for the conduct of its business and the business of Muskoka Pride as shall be deemed advisable, provided such rules and policies do not conflict with any provisions of these bylaws.

1.5 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.

- 1.6 No member of Muskoka Pride shall receive remuneration for any services provided to Muskoka Pride.
- 1.7 Meetings of the Board shall be chaired by a Director, on a rotational basis, at the discretion of the Board.

Section 2 Composition

- 2.1 Muskoka Pride shall be governed by a Board of Directors comprised of at least east five (5) and no more than nine (9) 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 **LGBTQA LGBTQ+** community. To be eligible for election to the Board of Directors a person must be a member in good standing, **and** at least eighteen (18) years of age, and a Canadian citizen.

Section 3 Terms of Office

- 3.1 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 adjournment of 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 **the AGM**. ~~such appointment and shall serve until the expiration of the term such person shall have been elected or appointed to fill.~~

- 3.2 Successive Terms

A Director or Officer may be re-elected without limitation on the number of terms served.

- 3.3 Officers

The Officers shall be the President, Treasurer and Secretary. They shall be members of the Board of Directors and shall hold office for a term of one (1) year. Officers shall be elected at the first meeting of the new Board of Directors after the Annual General meeting and commence their term at that meeting.

Section 4 Elections

- 4.1 A nominating Committee to nominate candidates for position on the Board may be established from time to time as the Board may direct. 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.
- 4.2 To stand for election to the Board of Directors a member must have been a member in good standing for at least ~~ninety (90)~~ **forty-five (45)** days prior to the date of the election.
- 4.3 Candidates for election to the Board of Directors must commit to volunteering ten(10) hours annually over and above Board meetings and

general membership meetings.

4.4 If all Director positions are not filled at the AGM, the new Board may appoint Acting Directors to fill the remaining position(s). Acting Directors shall serve until the adjournment of the next AGM.

Section 5 Resignations

- 5.1 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 Muskoka Pride.

Section 6 Removal

- 6.1 Executive Committee members and Directors of the Board can be removed from office at a regular board meeting. A 75% vote of the board members 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

- 7.1 Any vacancies ~~in the membership of~~ **on** 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. **Acting** Directors so appointed shall serve **until the adjournment of the next AGM.** ~~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

- 8.1 The Board may create any sub-committee deemed necessary to fulfill the Mission, Vision and Objectives of Muskoka Pride.
- 8.1.1 The Board of Directors shall establish and maintain the following committees:
- 8.1.2 Executive Committee
- 8.1.3 Ad hoc Committees: To be created and dissolved as necessary.
- 8.2 Executive Committee
- 8.2.1 The Executive Committee shall be comprised of the President, Treasurer and Secretary. This represents the hierarchy for fulfilling the role of the President. The Executive Committee shall be required to have a minimum of two (2) positions filled to be considered active.
- 8.2.2 All Executive Committee members shall hold office from the date of

election until the adjournment of the **next** AGM.

- 8.2.3 The Executive Committee will be responsible for ensuring **an the** annual reports **(minutes and financial)** ~~is prepared and distributed for~~ **are made available at** the AGM.
- 8.2.4 Should a vacancy be created by the resignation of an Executive Committee member, the President may ask the Board of Directors to appoint an individual to fill the vacancy until the adjournment of the next Annual General Meeting.
- 8.2.5 The Executive Committee shall be responsible for **effectively** communicating Muskoka Pride'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 Muskoka Pride's Membership any departures from the Mission, Vision and Objectives.
- 8.2.6 The Executive Committee shall be empowered to make operational decisions integral to the execution of the Mission, Vision and Objectives of Muskoka Pride as indicated by the approved budget without the requirement of a vote by the general membership.
- 8.2.7 The Executive Committee may approve additional expenditures up to two hundred dollars (\$200.00). Any expenditures in excess of two hundred dollars (\$200.00) must be approved by the Board of Directors.
- 8.2.8 The Executive Committee is empowered to act for the Board of Directors in situations where time factors do not reasonably permit awaiting the next regularly scheduled Board meeting.
- 8.2.9 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.
- 8.3 Office of the President:
- 8.3.1 The President serves as Chief Executive and Administrative Officers of Muskoka Pride.
- 8.3.2 The President presides at all meetings of the Membership and, Executive Committee.
- 8.3.3 The President shall serve as a member of all committees and sub-committees, or **select a** delegate **a** representative from either the Board of Directors or the General Membership.

- 8.3.4 The President shall act as spokesperson for Muskoka Pride and may delegate responsibility to another Board member.
- 8.3.5 The President 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.

8.4 Office of the Treasurer:

- 8.4.1 The Treasurer shall have the general powers and duties **usually** vested in the office of the Treasurer of an organization, including the responsibility for all funds and securities for Muskoka Pride, 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:
 - 8.4.2 Oversee the financial management of Muskoka Pride;
 - 8.4.3 Provide for the payment of all bills and obligations of Muskoka Pride as directed by the Board of Directors;
 - 8.4.4 Keep a complete and correct account of all monies received and disbursed by Muskoka Pride;
 - 8.4.5 Provide a financial statement to the Board of Directors at least quarterly or as requested by the Board of Directors; and
 - 8.4.6 Submit a full financial report to the members at the Annual General meeting.

8.5 Office of the Secretary:

- 8.5.1 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 Muskoka Pride 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:
 - 8.5.2 Provide proper notices in accordance with these bylaws,
 - 8.5.3 Have charge of all the correspondence of the organization and be under the direction of the President of the Executive Committee, and
 - 8.5.4 Ensure that a proper database of members is maintained.

8.5.5 Ensure minutes of the AGM are published in a timely manner.

8.6 Ad Hoc Committees/Sub Committees

- 8.6.1 Membership: 1 Board member to act as the Committee lead, plus additional members (ie: general member(s), volunteer(s), or community at large) as deemed necessary by the Board.
- 8.6.2 Terms of membership: Committee membership will be for a period determined by the Board of Directors.
- 8.6.3 Such Committee will be for a specific term and have a specific mandate.
- 8.7 No Sub-committee may:
 - 8.7.1 Authorize payment of a dividend or any part of the assets of Muskoka Pride to its Directors or Officers.
 - 8.7.2 Approve dissolution, merger, or the sale, pledge, or transfer any of the Muskoka Pride assets.
 - 8.7.3 Elect, appoint, or remove Directors or fill vacancies on the Bboard or on any of its committees.
 - 8.7.4 Adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.
 - 8.7.5 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 committee members.

Section 9 Meetings

- 9.1 Annual General Meetings and Notice
 - 9.1.1 Muskoka Pride shall hold an Annual General Meeting (AGM) each year. The Annual Meeting of the Membership for election of members to the Board of Directors 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.
- 9.2 Meetings of the General Membership and Notice
 - 9.2.1 Meetings of the general membership of Muskoka Pride shall be held at such time and place as may be determined by the Board.
 - 9.2.2 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 President containing the signatures of one-third (1/3) of the members in good standing.
 - 9.2.3 Notice of all meetings of Muskoka Pride other than the regular Board

meeting, shall be given by mailing, electronic communications or delivering notice at least one (1) week before the meeting.

9.2.4 Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting unless specifically required by law or these bylaws.

9.3 Meetings of the Board of Directors and Executive Committee

9.3.1 The Board of Directors shall be required to meet at least **8 six (6)** times per year. The Executive Committee will meet as necessary at the call of the President.

9.3.2 Special meetings of the Board may be called at the request of any officer or by one-third (1/3) of the Directors.

9.3.3 A member may request in writing, to the President or Secretary, to attend meetings of the Board of Directors. An organizational member is entitled to one (1) representative.

9.3.4 The Board may invite individuals to attend meetings of the Board of Directors.

9.3.5 Guests at meetings of the Board of Directors may participate in discussions, but not engage in decision-making or voting.

9.4 Attendance

9.4.1 To maintain voting eligibility, a member of the Board of Directors must attend at least 75% of the Board of Directors meetings in the past 12 months of their term. Notification of any planned absence must be made to an Officer of the Board in advance of the meeting 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.

9.4.2 Additionally a Board member who misses three (3) consecutive meetings and has not provided regrets in accordance with Section 9.4.1 of these By-laws shall be deemed to have resigned.

9.5 Quorum

9.5.1 A majority (51%) of the filled Executive Committee or Board of Director positions will constitute a quorum for Executive Committee meetings and Board meetings.

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

9.5.3 Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of

conference by 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.

9.6 Business Arising Between Scheduled Meetings

9.6.1 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.

9.7 Voting by proxy shall not be allowed at Muskoka Pride meetings.

Section 10 Financial Reporting

10.1 Financial Reports

10.1.1 ~~The Board of Directors of Muskoka Pride shall publish a~~ **A** preliminary financial report of the Annual Pride Event **shall be prepared for the Board of Directors** within ~~one hundred and twenty (120)~~ **sixty (60)** days after the event.

10.1.2 **The** Financial ~~statements~~ **report** shall be prepared and presented at the Annual General Meeting.

10.2 Remuneration

10.2.1 Unless authorized at any meeting and after notice for same shall have been given, no Officer, Director, or volunteer of Muskoka Pride shall receive any remuneration for his/her services.

10.3 Borrowing Powers

10.3.1 For the purpose of carrying out its objects **(Mission, Vision, and Objectives)**, Muskoka Pride 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 Muskoka Pride, and in no case shall debentures be issued without the sanction of a special resolution of Muskoka Pride.

10.4 Funds

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

10.5 Gifts

10.5.1 The Board may accept on behalf of Muskoka Pride any contribution, gift, bequest or ~~device~~ **devise** for any purpose of Muskoka Pride.

10.5.2 No part of the net earnings of Muskoka Pride shall be for the benefit

of, or be distributable to its members, trustees, officers, or other private persons.

10.6 Signing Authority

10.6.1 The Board of Directors shall appoint 3 members to have signing authority. Two of the three signatures will be required on any cheque issued by Muskoka Pride. One signature will consist of either the President or the Treasurer.

10.7 Contracts

10.7.1 No member of Muskoka Pride shall be authorized to make any contracts for or on behalf of Muskoka Pride; nor shall any member be authorized to obligate Muskoka Pride to perform under any contract or to pay any sum of money.

10.7.2 All written contracts shall require the approval of the Board of Directors. The Board of Directors will authorize the signatory on any contract, and this shall be recorded in the minutes of the board.

ARTICLE III: MEMBERSHIP

Section 1 Terms of Membership

1.1 The membership year for Muskoka Pride begins the day after the Muskoka Pride week closing event and concludes at the next Muskoka Pride week closing event.

1.2 New memberships between January and July shall extend to the following Membership year.

1.3 Members shall not be eligible for membership discounts until their second year of membership.

1.4 Notice of renewal shall be given at least sixty (60) days before expiry. All Muskoka Pride members will be contacted by the secretary/membership coordinator to renew their membership ~~by completing or updating their official registration form.~~

1.5 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~~ **be members in good standing thirty (30)** or more days before the Annual General Meeting.

Section 2 Individual membership

2.1 Membership in Muskoka Pride will be subject to the final approval of the Board of Directors.

2.2 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 until their next renewal period; and **and is a member in good standing.**

2.3 Dependent upon the category of membership, **it** may allow the person to access relevant mailings, to vote at the Annual General Meeting and other General meetings.

2.4 Membership:

2.4.1 May be granted by the Board of Directors to any person living, working or attending school in Muskoka who ~~has filled out the official Muskoka Pride membership registration form and paid the required annual membership fee~~ **is a member in good standing.**

2.4.2 Entitles a person to vote at the AGM and other General Membership meetings ~~and run for a position on the Board of Directors.~~

2.4.3 Entitles a person to run for a position on the Board of Directors in accordance with Article II S. 2.1 and Article II S. 4.2 of these By-Laws.

Section 3 Organizational membership

3.1 Organizational membership is divided into two categories: Participating organizational membership and supporting organizational membership.

3.2 Participating organizational membership:

3.2.1 May be granted to any organization that:

3.2.1.1 has the primary purpose of meeting the needs of sexually and gender diverse communities;

3.2.1.2 supports the Mission, Vision, **Values** and Objectives of Muskoka Pride as set out in Article 1 of these By-Laws; and

3.2.1.3 pays an annual membership fee valid for one year from the date of payment at a rate determined by the Board of Directors.

3.2.2 Entitles an organization to receive minutes of the AGM or other membership meetings; access all relevant mailings; and vote at all General meetings and the AGM (one vote per organization).

3.3 Supporting organizational membership:

3.3.1 may be granted to any other organization:

3.3.1.1 which supports the aims of the Mission, Vision, **Values** and Objectives as set out in Article 1 of these By-Laws; and

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

3.3.2 Entitles an organization to access relevant mailings, but does not entitle such organization to vote.

Section 4 Member in good standing

4.1 "Member(s) in good standing" means organization(s) or individual(s) not in arrears in respect of the applicable membership fee **and have completed or updated their official registration form.**

Section 5 Discipline and/or Removal

5.1 Upon receipt, investigation and validation of a written complaint by a member of Muskoka Pride, the Board of Directors may recommend suspension of a membership or involuntary removal of a member, regardless of the member's status, position or responsibility, for any of the following reasons:

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

5.1.2 conflict of interest violations;

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

5.1.4 malfeasance;

5.1.5 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;

5.1.6 conduct or behaviour at Muskoka Pride meetings, gatherings or events, or while on behalf of Muskoka Pride at external meetings, gatherings or events, that contravenes Article I s. 2.1;

5.1.7 failure to meet the commitment as set out in Article II s. 4.3;

5.1.8 other conduct that violates the bylaws or established policies and standards of Muskoka Pride.

5.2 Suspension of a Muskoka Pride membership 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.

5.2.1 A member may give notice in writing to the Board of their intent to appeal their suspension.

5.2.2 The Board shall convene a Special General meeting to hear the appeal.

5.2.3 A majority vote of the members present shall be required to confirm or overturn the decision of the Board.

- 5.3 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 Article II s. 9.2.2.

ARTICLE IV: BY-LAW AMENDMENTS

Section 1 Notice of Amendment

- 1.1 Muskoka Pride 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 Amending Formula

- 2.1 These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 75% of the members present at the meeting.

ARTICLE V: PROPERTY

Section 1 Ownership of Physical and Intellectual Property

- 1.1 All physical property purchased, gifted, developed or created for the purposes of Muskoka Pride's Vision, Mission or Objectives belong to Muskoka Pride. 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.
- 1.2 The creator of intellectual property while involved with and for Muskoka Pride shall be considered the sole owner of that property and grants Muskoka Pride the right to use it with proper citation.

ARTICLE VI: DISSOLUTION

Section 1 Dissolution

- 1.1 In the event that Muskoka Pride 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 Muskoka. 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 November 8, 2018 **14, 2020** in the District of Muskoka.

Signature of President

Signature of Secretary

Printed Name

Printed Name