

Bylaws

Part 1. Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- a] "directors" means the directors of the Society for the time being
- b] "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it
- c] "registered address" of a member means the member's address as recorded in the register of members
- d] "Society" means Victoria Pride Society

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

Part 2. Membership

2.1 The members of the Society are the applicants for the incorporation of the Society and those persons who have subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.

2.3 Every member shall uphold the constitution and comply with these bylaws.

2.4 The amount of the membership dues shall be determined by the directors.

2.5 A person shall cease to be a member of the Society on the earliest happening of the following events:

- a] by delivering a resignation in writing to the secretary of the Society or by mailing or delivering the resignation to the address of the Society
- b] on the death of the member, or in case of corporate dissolution
- c] upon being expelled

d] on having been a member not in good standing for twelve [12] consecutive months.

2.6 A member may be expelled by:

a] a special resolution of the members, passed at a general meeting; or

2.7 With respect to an expulsion by the members:

a] the notice of special resolution shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion; and

b] the person who is the subject of the proposed resolution for the expulsion shall be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

2.8 All members are members in good standing except a member who has failed to pay the current annual membership fee or pay other subscription or debt due and owing to the Society, and a member is not in good standing so long as the debt remains unpaid.

Part 3 Meetings of Members

3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, as the directors may decide.

3.2 Every general meeting, other than an annual general meeting is an extraordinary general meeting.

3.3 The directors may, at their discretion, convene an extraordinary general meeting.

3.4 Notice of a general meeting shall specify the place, day and hour of the meeting and in case of special business, the general nature of that business.

3.5 The accidental omission to give notice of a meeting to or those non receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation. An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 Proceedings at a General Meeting

4.1 Special business is:

- a] all business at an extraordinary general meeting, except the adoption of rules of order; and
- b] all business transacted at an annual general meeting, except
 - b.1] the adoption of rules of order,
 - b.2] the consideration of the financial statements'
 - b.3] the report of the directors
 - b.4] the report of the auditor, if any;
 - b.5] the election of the directors;
 - b.6] the appointment of an auditor, if required; and
 - b.7] the other business that under these bylaws ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 [1] No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

[2] if at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

[3] A quorum is fifteen members present or a greater number that the members may determine at a general meeting.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it

shall stand adjourned to the same date the next week, at the same time and place, and if at that adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.4 Subject to bylaw 4.5, a director selected by the directors shall preside as chair of a general meeting.

4.5 If at a general meeting;

a] there is no director present within 15 minutes at the time appointed for holding the meeting; or

b] no director present is willing to act as chair; the members present shall choose one of their members to be chair.

4.6 [1] A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

[2] Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

[3] Except as provided in this bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

4.7 [1] No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

[2] A simple majority [more than 50%] is required to pass any ordinary resolution.

[3] A majority of at least seventy five percent [75%] is required to pass a special resolution.

[4] In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

4.8 [1] A member in good standing present at a meeting of members is entitled to one vote.

[2] Voting by the membership is by show of hands unless, prior to the vote, a member requests that voting be by poll, in which case voting shall be by poll.

[3] Voting by proxy is permitted, provided that;

[a] a member provides a written form of proxy to the secretary prior to the meeting;

[b] a proxy is valid only for one meeting.

[c] a proxy may be exercised only by another member; no member may hold more than one proxy;

[d] a proxy shall not be counted in determining quorum.

Part 5 Directors and Officers

5.1 [1] the directors may exercise all the powers and do all acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting but subject nevertheless to;

[a] all laws affecting the Society;

[b] these bylaws; and

[c] rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

[2] No rule made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.2 [1] The directors shall be representatives of the community at large; the members when voting, shall consider general identity and the representation of visible and other minorities

[2] The number of directors shall be more than five [5] and no more than fifteen [15] all of whom must be members in good standing

[3] The directors shall attempt to have at least two [2] directors who are women or who self identify as women and two [2] directors who are men or who self identify as men

[4] Should the directors be unable to maintain the women / men ratio due to lack of candidates, or a director appointee declines, the board shall continue business as usual as set-out in these bylaws and constitution.

5.3 [1] Directors shall be elected for a three year term and shall retire from office at the third annual general meeting following their election, when their successors shall be then elected

[2] An election may be by acclamation, secret ballot, or show of hands

[3] A person may serve an indefinite number of consecutive terms as director as long as they continue to have the confidence of a majority of members in good standing

[4] DELETED

5.4 [1] The directors may from time to time and at any time appoint a member as a director to fill a vacancy in the directors.

[2] A director so appointed holds office for the term remaining of that director's office.

5.5 [1] If a director resigns or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director for the former directors remaining term of office.

[2] No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

5.6 The member may by special resolution remove a director before the expiration of that director's term of office, and may elect a successor to complete the term of office.

5.7 Pursuant to Article 3 of the Constitution, no director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society, including, but not limited to child care, travel and accommodation expenses.

5.8 The directors shall decide at their first meeting after the annual general meeting, either by consensus or election, from among their number, a secretary and a treasurer and such other officers of the Society as the directors see fit.

5.9 A director missing three consecutive meetings of the directors, for which a notice of meeting has been given, and who has not provided a waiver of notice pursuant to paragraph 6.4 or who has not received the prior approval of the directors to being absent, shall be deemed to have resigned as a director and officer of the Society.

Part 6 Proceedings of Directors

6.1 [1] The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings as they see fit.

[2] The quorum necessary for the transaction of business shall be one half of the directors then in office.

[3] If at a meeting of the directors a quorum is not present within 15 minutes, after the time appointed for holding the meeting, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the directors present constitute a quorum.

[4] The directors, at the end of each meeting, shall appoint a director to chair the next meeting of the directors.

[5] A director may at any time, on two days' notice, convene a meeting of the directors.

6.2 [1] The directors may, as they think fit, delegate specific responsibilities to committees consisting of one or more directors or members.

[2] A committee so formed in the exercise of the power so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall represent every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

[3] A committee shall elect a chair of its meeting, but if no chair is elected, or if at any meeting the chair is not present within thirty minutes after the time appointed for holding the meeting, the members of the committee who are present shall choose one of their number to be chair of the meeting.

6.3 For a first meeting of directors held immediately following the appointment or election of a director or directors at annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if quorum of the directors is present.

6.4 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice which may be by letter, fax or email of a meeting of the directors and may at any time withdraw that waiver, and until the waiver is withdrawn

[a] no notice of meeting of directors shall be sent to that director

[b] the quorum of directors required at a meeting should be reduced accordingly; and

[c] any and all meetings of the directors of the Society for which notice has not been given to that director shall if quorum of directors is present, be valid and effective.

6.5 Questions arising at any meeting of the directors or at committees of directors shall to the greatest extent possible be decided by consensus. If consensus is not possible, the question shall be by a three fourth majority vote.

6.6 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.

6.7 A resolution in writing signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 Duties of Officers

7.1 The secretary shall;

[a] conduct the correspondence of the Society;

- [b] issues notices of meetings of the Society and directors;
- [c] keep minutes of all meeting of the Society and directors;
- [d] have custody of all records and documents of the Society except those required to be kept by the treasurer;
- [e] have custody of the common seal of the Society; and
- [f] maintain the register of members

7.2 The treasurer shall;

- [a] keep such financial records, including books of account, as are necessary to comply with the Society Act;
- [b] present an income statement, balance sheet, and bank reconciliation to the directors on a monthly basis and to the general membership at each general meeting;
- [c] deposit all revenues of the Society not later than two banking days after the receipt by the treasurer;
- [d] render such other financial statements to the directors, members and others as and when they are required.

7.3 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

7.4 Directors of the Society shall act honestly and in good faith in the best interests of the Society and shall exercise care, diligence and skill of a reasonable and prudent person in the performance of their duties and function as directors and in the application of the powers entrusted to them.

7.5 [1] Directors directly or indirectly involved in a possible conflict of interest concerning any issue or decision beheld the directors, shall promptly disclose to the other directors the full nature and extent of their interest and, in all margins comply with the requirements of the Society Act.

[2] The directors may, having been informed of the possible or actual conflict of interest, require that the affected director not participate in, or be present for, further discussion of or decisions of the issue giving rise to the possible or actual conflict of interest.

7.6 The directors shall, on the behalf of the Society, submit financial and other reports required to be filed after the annual general meeting. These reports shall include, but not necessarily be limited to, all requirements of the Society and the Income Tax Act and other statute.

Part 8 Protection and Accountability of Directors and Officers

8.1 Subject to the provisions of the Society Act, each director and officer of the Society shall be held in account by the Society for expenses reasonably incurred by the director or officer in connection with any action, suit or proceeding to which every director or officer may be made a party by reason of being a director or officer of the Society, except in relation to matters as to which the director or officer shall be finally adjudged such action, suit or proceeding to have been, in performance of that person's duty as a director or officer grossly negligent, criminally negligent, or intentions engaged in torturous conduct with the intent to defraud, deceive, misrepresent or improperly take advantage of opportunity available to the Society.

8.2 Subject to the provisions of the Society Act, the directors authorized to give indemnities from time to time to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any body corporate controlled by the Society, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by the directors under this bylaw shall not require approval or confirmation by the members.

8.3 The directors in their discretion may submit any contract, action or transaction for approval, ratification or confirmation in any annual or other meeting of the members called for the purpose of considering the and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of votes cast at such meeting [unless any different or additional requirement is imposed by the Society Act or these bylaws] shall be as valid and binding upon the Society and upon all the members as

though it had been approved, ratified and confirmed by every member of the society.

8.4 Subject to the provisions of the Society Act, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director, officer or employee of the Society or for joining in any receipt or act for conformity or for any loss, damage, expense or happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in and upon which any of the monies of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or torturous act of any person, firm or corporation with who or which any funds or property of the Society shall be lodged or deposited, or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of the director or officer's respective office or trust or in relation to that office or trust unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.

8.5 The Society shall, to the full extent permitted by the Society's Act, indemnify and hold harmless every person serving as a director or officer of the Society, every person who has ever or who shall ever serve as a director or officer, and the heirs and legal representatives of all of those persons.

8.6 Expenses incurred by any director or officer of the Society with respect to any claim, action, suit, or proceeding may be advanced by the Society prior to the final dispositions of the claim, action, suit or proceeding in the discretion of the directors and upon receipt of an undertaking satisfactory in form and amount to the directors by or on behalf of the recipient to repay such amount unless it is ultimately determined that person is entitled to indemnification under the Part.

8.7 The Society shall apply to the Supreme Court of British Columbia for any approval of that court which may be required to make the

indemnities under the Part effective. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the indemnities set out in this Part.

8.8 The failure of a director or officer of the Society to comply with the provisions of the Society Act or of the Constitution of the Society or these bylaws shall not invalidate any indemnity to which such director or officer is entitled under this Part.

8.9 The Society may purchase and maintain insurance for the benefit of any and all directors, officers, employees, or agents against personal liability incurred by such person(s) as a director, officer, employee or agent.

8.10 The provision of the Part shall be in addition to and in amplification of [and not by way of limitation of or substitution for] any rights, immunities or protection conferred upon any director or officer by any statute, law, matter or other thing of any kind or nature.

Part 9 Borrowing

9.1 In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and in particular but without limiting the foregoing, by the issue of debentures.

Part 10 Auditor

10.1 This Part applies only where the Society is required or has resolved to have an auditor.

10.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

10.3 At each annual general meeting, the Society shall appoint an auditor to hold office until the auditor is re elected or a successor is elected at the next annual general meeting.

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor shall be informed forthwith in writing of appointment or removal.

10.6 No director or employee of the Society shall be auditor.

10.7 The auditor may attend general meetings and meetings of the directors.

Part 11 Notices to Members

11.1 A notice may be given to a member, either personally, by mail, or fax to the members registered address.

11.2 A notice sent by mail, fax, email, or other electronic or physical medium shall be deemed to have been given on the third day following that on which the notice is posted or transmitted, and in proving that notice had been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle, transmitted to the correct fax number, sent to the correct email address, or otherwise received by the intended recipient.

11.3 Notice of a general meeting shall be given to:

- [a] every member shown on the register on the day notice is given
- [b] the auditor if Part 10 applies
- [c] the general public by any communication medium deemed appropriate by the directors

Part 12 Rules of Order

12.1 Subject to these bylaws and any other rules of order adopted by the members, the members shall conduct all meetings in an organized and appropriate manner as they see fit.

Part 13 Bylaws

13.1 On being admitted to membership, a member is entitled to, and the Society shall give the member, without charge, a copy of the Constitution and Bylaws of the Society.

13.2 These bylaws shall not be altered or added to except by special resolution.

October 25, 2010