

**PRIDE WINNIPEG FESTIVAL INC.
BY-LAWS**

**Pride Winnipeg Festival Inc.
By-laws**

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Article I. Title

Section 1.01 The title of this Organization shall be Pride Winnipeg Festival Inc. (Winnipeg Pride – Pride of the Prairies).

Section 1.02 This document is the general By-laws of Pride Winnipeg Festival Inc. These By-laws regulate the transaction of business and affairs of Pride Winnipeg Festival Inc.

Article II. Interpretation

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

- (a) “Corporation” refers to Pride Winnipeg Festival Inc.;
- (b) “Board Members” refers to the Board Members of Pride Winnipeg Festival Inc.;
- (c) “Membership” refers to members in good-standing registered with the Corporation;
- (d) “LGBTQT*” refers to Lesbian, Gay, Bisexual, Tran-identified, Two Spirit and Queer. The asterisk represents all other orientations and gender identifies not mentioned in the acronym;
- (e) “AGM” refers to the Annual General Meeting;
- (f) “Majority of votes” 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;
- (g) “Good standing” refers to members who are up-to-date on their member dues and not facing any forms of suspension;
- (h) “Registered address” of a member refers to their address as recorded in the Register of Members;
- (i) Words purporting the singular include the plural and vice versa; and
- (j) Words purporting a male person include a female person and vice versa.

Article III. Purpose

Section 3.01 Pride Winnipeg Festival Inc. is a voluntary, not-for-profit Community Organization incorporated under the Laws of Manitoba to provide an opportunity for gay, lesbian, bisexual and trans-identified persons and their allies to celebrate their culture, heritage and diversity.

Section 3.02 The purpose of the Organization shall be carried out not for financial gain, but rather to further promote the Organization’s purpose.

Article IV. Mission

Section 4.01 To coordinate and facilitate an annual Festival to celebrate and showcase the diversity of the LGBTTQ Community in and around Winnipeg.*

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Article V. Finances

Section 5.01 The fiscal year of the Corporation shall terminate on the thirtieth day of September in each year

Section 5.02 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 (31st) day of October.

Section 5.03 No expenditure line item in the Approved Budget of the Corporation may be exceeded at any time, except by approval:

- (a) Less than \$499: An Officer of the Corporation;
- (b) Greater than \$500 but less than \$999: the Finance Committee;
- (c) More than \$1,000: The Board of Directors.

Section 5.04 The Board of Directors shall designate the officers and any other persons who are authorized to transact the financial affairs of the Corporation. The resolution shall provide to the designated officer or other person the power to:

- (a) Operate the Corporation'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 with respect to the property of the Corporation;
- (d) Execute any agreements with respect to the financial affairs of the Corporation; and
- (e) Authorize any officer of the financial institution to do any act or thing on the Corporation's behalf to facilitate the financial affairs.

Section 5.05 The securities of the Corporation 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 5.06 The Vice-President, Finance will be responsible for all financial records, reports and statements and will be the guardian of these documents.

Article VI. Membership

Section 6.01 The membership of the Corporation shall consist of such individuals whose application for admission to the membership has received, in its sole discretion, the approval of the Board of Directors.

Section 6.02 The term of annual membership starts at the beginning of one AGM and ends at the beginning of the next AGM. Individuals shall be eligible for annual membership in the Corporation if they meet the following criteria:

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- (a) Support the objects and activities, including the Mission and Vision of the Corporation;
- (b) Submit an application for membership or be nominated for membership by a Board Member; and
- (c) Be approved for membership by the Board.

Section 6.03 Membership rates shall be determined by the membership at a duly scheduled AGM, any rate changes will come into effect by a date determined by the membership.

Section 6.04 Membership fees are due at the beginning of the AGM.

Section 6.05 Every member in good standing of each year is entitled to:

- (a) Attend in camera sessions at Special Meetings of the Corporation;
- (b) Vote at General Meetings of the Corporation; and
- (c) Hold an office of the Corporation.

Section 6.06 Membership in the Corporation is not transferable.

Section 6.07 Each member is entitled to one vote at Special Meetings and the AGM of the Corporation.

Section 6.08 Membership shall cease:

- (a) Upon the death of a member;
- (b) When the due date of Membership payment is lapsed;
- (c) If the member resigns by written notice given to the Secretary of the Corporation; or
- (d) 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 Corporation, 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 in accordance with these bylaws not less than seven (7) days prior to 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 prior to voting on the resolution.

Section 6.09 Upon no longer being a Member of the Corporation the individual ceases to have the privileges listed in Section 6.05.

Article VII. Annual and General Meetings

Section 7.01 The AGM of the Corporation 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:

- (a) Report from the Board of Directors;

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- (b) Presentation of the financial reports;
- (c) Appointment of auditors and authorizing the Board of Directors to authorize the expenses of the auditor;
- (d) By-law and policy additions, deletions and amendments; and
- (e) Any other business that is properly brought before the meeting.

Section 7.02 The AGM and Special Meetings are open to the public.

Section 7.03 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 7.04 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 the Corporations website and social media pages,

Section 7.05 The AGM or Special Meeting will not be held as invalid due to accidental omissions when sending out the notice.

Section 7.06 For Quorum to be met for the Annual General Meeting the following must apply:

- (a) At least two (2) Officers are present;
- (b) At least fifty-one (51) percent of the Board of Directors are present not including the Officers; and
- (c) At least fifteen (15) members who are not a part of the Board are present.

Section 7.07 In the event that 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 7.04 will be sent out. The agenda will not be modified for the rescheduled meeting.

Section 7.08 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 7.09 The Board of Directors will review and approve items for the AGM agenda.

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Section 7.10 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.

Section 7.11 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 Corporation;
- (c) Amendments to the Vision and Mission of the Corporation;
- (d) The decision to dissolve the Corporation.

Section 7.12 The Board of Directors shall call a Special Meeting:

- (a) At their discretion, as suits the needs of the Corporation;
- (b) If at least fifty-one (51) percent of the members of the Corporation request that a Special Meeting be called. 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 7.13 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 7.14 Special Meetings will be subject to Section 7.04.

Section 7.15 The requirements set out in Section 7.06 are needed for Quorum to be met for a Special Meeting.

Section 7.16 Agendas for Special Meetings will be set by the group that calls the meeting.

Section 7.17 All meetings shall have recorded minutes.

Article VIII. Board of Directors

Section 8.01 The affairs of the Corporation shall be managed by a Board of Directors.

Section 8.02 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 Corporation 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 bankrupt.

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Section 8.03 In addition to the eligibility requirements listed in Section 8.02, Governance Board Members must also meet the following requirements in order to stand for election:

- (a) Have ten (10) signatures from members of the organization that are in good standing and have been members of the organization for a minimum of one (1) year;
- (b) Been a member of Pride Winnipeg for a minimum of one (1) year.

Section 8.04 Operation Board Members

- (a) The Board of Directions will have sixteen (17) positions dedicated to Operation Board Members.
- (b) Operational Board Members are to be appointed to the Board at a duly convened Board meeting with a fifty-one (51) percent majority vote in favor of appointment.
- (c) Vacant Operational Board Member positions will be filled by the procedure in Section 8.04 (b).

Section 8.05 Governance Board Members

- (a) The Board of Directors will have three (3) spots dedicated to Governance Board Members.
- (b) Governance Board Members are to be elected by the membership at a duly convened Annual General Meeting.
 - (i) The election will be done by secret ballot.
 - (ii) All open positions will be voted on at once.
 - (iii) If there is an equal number of candidates to open positions a yes and no vote will be conducted for each candidate. The candidate will require a fifty-one (51) percent majority yes vote in order to be elected to the open position.
 - (iv) The candidate with the highest number of votes will be elected to the first open position. The candidate with the second highest number of votes will be elected to the second open position. This method will continue till all open positions are filled.
- (c) Vacant Governance Board Member positions may be filled by the Board of Directors at a duly convened Board Meeting with a fifty-one (51) percent majority vote in favor of appointment.

Section 8.06 All Board Member positions can only be occupied by a single person.

Section 8.07 Subject to Section 11.12, all Board Members shall receive one (1) vote on the Board of Directors and Committees they sit on.

- (a) Governance Board Members that are appointed to a committee via ex officio will not have a vote for that respected committee.

Section 8.08 General duties of a Board Member include:

- (a) Attending regularly scheduled meetings of the Board of Directors, standing on Ad-Hoc Committees they sit on, and the General Meetings of the Corporation;

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- (b) Attending, important functions of the Corporation (including, but not limited to, fundraising events and press conferences);
- (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 Corporation;
- (d) Issuing a minimum of one (1) written report to the Board of Directors each month from September - June;
- (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 8.09 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 8.10 If a Board Member ceases to be a member of the Corporation, they shall cease to be a Board Member and their position becomes vacant.

Article IX. Terms

Section 9.01 The following fixed terms will be enacted for the Operational Board Members.

- (a) Officers will serve a maximum of five years; and;
- (b) Directors will serve a maximum of three years.

Section 9.02 Terms are set from the date of appointed and are rounded to the nearest fiscal year end.

Section 9.03 The Board of Directors and/or incumbent may set a lower term before the appointment.

Section 9.04 The Board may renew a term for an Operational Board Member by a majority vote in favor of granting an additional term.

Article X. Removal of Directors

Section 10.01 A Board Member may be 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 responsibilities;
- (c) The Board Member is deemed ineffective and not suited for their position;
- (d) The Board Member has been convicted of a crime;

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- (e) Their position is removed from the Board of Directors Organization Chart;
- (f) The Board Member comes under the status of bankrupt; or
- (g) The Board Member ceases being a member of the Corporation.

Section 10.02 For a Board Member to be removed the following process must be followed:

- (a) The Chair or the Secretary must receive in writing an application for a motion to remove a Board Member. This application must have three Board Member signatures, one of which must be an Officer, the application must also state a reason for the application.
- (b) Upon receiving the application and meeting the requirements set out in Section 10.02 (a), the Chair or the Secretary must give notice to the Board Member named for removal in the application. The notice for removal must contain the following:
 - (i) Date and time of the removal hearing;
 - (ii) The names of the three Board Members who signed the removal application; and
 - (iii) The reason the application was submitted.
- (c) Whoever submits the notice for removal must confirm that it has been received by the Board Member named for removal;
 - (i) The Board of Directors through a unanimous vote may waive this step if the Board of Directors confirms that three modes of communication has been undertaken to notify the individual of their pending removal.
- (d) The time between the notice of removal and the date of the hearing must not be less than seven (7) days;
- (e) At the hearing, the Board Member who is up for removal will have the opportunity to speak against the application for removal;
- (f) A Board Member is considered removed from office when a seventy-five (75) majority vote is cast in favor of removing the Board Member at a hearing designated for the purpose debating on a motion for removal.

Article XI. Meetings of the Board of Directors

Section 11.01 Meetings of the Board of Directors may be called by the Chair or any two Officers or Directors of the Board of Directors for the purpose of considering such business as may be set out in the notice. All meetings shall have recorded minutes.

Section 11.02 The Secretary of the Board is responsible for producing, distributing, and keeping records of the Board Minutes.

Section 11.03 All recorded minutes must be released within seven (7) days of the conclusion of the respected meeting.

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Section 11.04 Subject to Section 11.01, Section 11.05 , Section 11.07, meetings of the Board of Directors may be conducted by telephone, internet, electronic mail or similar devices.

Section 11.05 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 in accordance with these By-laws.

Section 11.06 The Board of Directors shall meet no less than ten (10) 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 Pride Winnipeg email address.

Section 11.07 All Members of the Corporation shall be entitled to attend Open Session meetings of the Board of Directors, including the meetings of the Corporations Standing and Ad-Hoc Committees.

Section 11.08 The Board of Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the Board Members are restricted by law or by the members 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 the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
- (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 Corporation for the purposes of operating expenses, or on the security of the Corporation's real and personal property;
- (g) Purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, Directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation;
- (h) Hire, evaluate, compensate and terminate all full-time, part-time or contract employees of the organization;
- (i) Make any changes to the corporation's organizational structure and number of staff; and
- (j) Determine the organization's strategic priorities and direction.

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Section 11.09 A quorum for the transaction of business at meeting of the Board of Directors shall be 51% of the current number of serving Board Members.

Section 11.10 No error or omissions with respect to 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 11.11 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 11.12 The Chair cannot vote, or move motions at any meeting of the Board of Directors or Committee.

Section 11.13 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 XII. Officers of the Corporation

Section 12.01 Officers of the Corporation include the:

- (a) President;
- (b) Vice-President, Finance;
- (c) Vice-President, Governance;
- (d) Vice-President, Programming;
- (e) Vice-President, Marketing
- (f) Vice-President, Stakeholder Relations

Section 12.02 With the recommendation from the President, one of the Vice-Presidents will be appointed to the position of Senior Vice-President by the Board of Directors. This title will be used for internal purposes only.

Section 12.03 In the event one of the Officer positions becomes vacant the following process must be followed:

- (a) President vacancy: Senior Vice-President becomes “Acting President” until the position is filled;
 - (i) In the event that no Officer is available to become “Acting President” the Board of Directors may appoint any member of the Board of Directors to become “Acting President”.
- (b) Senior Vice-President vacancy: Procedures in Section 12.02 will be carried out;

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- (c) Vice President vacancy: The President may delegate their responsibilities to another Vice-President role or the Board of Directors may appoint a Board Member to become an “Acting Vice-President” until the position is filled.

Article XIII. Indemnification

Section 13.01 The Corporation 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.

Section 13.02 Article XIII is considered in valid if a Board Member commits acts of fraud, dishonesty or acting in bad faith.

Article XIV. Conflict of Interest

Section 14.01 Every Board Member who has any direct or indirect interest in a contract or proposed contract with the Corporation 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 with respect to the resolution concerning the contract or proposed contract.

Article XV. Board Committees

Section 15.01 The Board of Directors shall maintain standing committees of the following:

- (a) Executive;
- (b) Audit;
- (c) Finance;
- (d) By-law and Policies;

Section 15.02 The Executive Committee shall have the following mandate:

- (a) The Executive Committee will consist of the following:

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- (i) The President;
 - (ii) The Senior Vice-President; and
 - (iii) Two Board Members (non-Officer) (one Operational Board Member and one Governance Board Member) appointed by the Board of Directors based off the recommendations from the President.
- (b) In the event that a particular Committee or the Board of Directors is unable to meet or is unable to make quorum, and this inability is hindering the work of the Corporation, then the decisions that would normally be made in that forum shall be made by the Executive Committee. All decisions made in this fashion shall be subject to ratification or rejection by the Board of Directors at the first Board of Directors meeting that occurs after the Executive Committee's decision.
- (c) The Executive Committee cannot appoint or remove a Board Member or Coordinator.

Section 15.03 The Board of Directors shall, when appointing any committee, set out the purpose of the committee and its procedures and its powers.

Section 15.04 The Board of Directors may, from time to time, appoint any committee or committees that it considers necessary or appropriate.

Section 15.05 Board Members may be appointed to Committees by majority vote of the Board of Directors or respected Committee Chair. The same method will apply to remove a Board Member from a Committee.

Section 15.06 All Board Members shall be a member of at least one (1) Standing Committee.

Section 15.07 All Standing and Ad-Hoc Committees must appoint a Chair, Vice-Chair and Secretary. These names must be submitted to the Secretary of the Board.

Section 15.08 The agenda will be set by the respected Chair of the committee.

Section 15.09 All Committee meetings must have recorded minutes, and are subject to Section 11.03. 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 15.10 Committee members shall vote on any resolutions arising at any meeting of their respected 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 XVI. Coordinators

*Section 16.01 The Board of Directors may appoint coordinators from time to time as the need arises. Coordinators are to be appointed in the same manner as a Board Member as prescribed in **Error! Reference source not found.***

Section 16.02 For the removal of a Coordinator, the same process as the removal of a Board Member is to be followed as prescribed in Article IX.

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Section 16.03 Coordinators will have a vote on any committee they sit on. The same process to appoint a Board Member to a committee applies to Coordinators as prescribed in Section 15.05.

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 In the event that the Corporation 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 LGBTTQ* interests. Archival and library holdings shall be offered to the Manitoba Gay and Lesbian Archives on a first-right-of-refusal basis. Upon refusal, or in the absence of the Manitoba Gay and Lesbian Archives, a situation suitable to the permanent preservation of such holdings will be arranged by the Officers.

Article XIX. Insurance

Section 19.01 The Corporations 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. Appeals

Section 20.01 Any decision made by of member of the Board of Directors, the Board of Directors as a whole may be appealed.

Section 20.02 To appeal a decision, the following process must be followed:

- (a) For an appeal to be examined by the Board of Directors, a written request containing the signatures of at least fifty-one (51) percent of the Executive Board members and fifty-one (51) percent of the Non-Executive Board Members must be submitted;
- (b) Once a valid appeal application has been received it will be added to the agenda for the next scheduled Board of Directors meeting;
- (c) At the meeting the Board Members requesting the appeal will speak on behalf of the appeal and move to accept its actions;
- (d) The Board will discuss the appeal and the actions being requested;
- (e) Depending on time constraints, the Board has the power to refer the appeal to Committee for further and more detailed examination;
- (f) The Board has the power to amend the appeal assuming the amendments are approved by a fifty-one (51) percent majority vote in favor. Once the Board feels they have enough information about the

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appeal application they will vote on whether to grant or deny the appeal. The appeal will need fifty-one (51) percent majority in favor for the appeal to pass.

(g) If an appeal passes, the Board will need to carry out the actions in a timely matter.

Section 20.03 If an appeal is denied, the Chair of the Board of Directors may enact a period of time in which the decision cannot be appealed again to a maximum time limit of not more than one year.

Article XXI. Amendments

Section 21.01 By-laws of the Corporation may be enacted, repealed, amended, added to or re-enacted by the membership of the Corporation during a General Meeting.