

**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. (Pride Winnipeg – 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) “Organization” refers to Pride Winnipeg Festival Inc.;
- (b) “Board Members” refers to those who sit on the Board of Directors of Pride Winnipeg Festival Inc.;
- (c) “Executive” refers to the Executive of the Board of Directors;
- (d) “Membership” refers to members in good-standing registered with the Organization;
- (e) “AGM” refers to the Annual General Meeting;
- (f) “Majority of votes” or “Majority vote” refers to a fifty-one (51) percent majority of the votes cast by the eligible voting members that are in attendance at a meeting when a vote is called;
- (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. Vision

Section 3.01 To live in a society in which all gender and sexually diverse individuals can live their life without fear or oppression for being themselves.

Article IV. Mission

Section 4.01 Creating an annual festival that is reflective of our values, advocates for equality, and celebrates Winnipeg’s gender and sexually diverse communities.

Article V. Finances

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

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

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

Section 5.04 The securities of the Organization 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 5.05 The Treasurer 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 Organization 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 fiscal year and ends at the beginning of the next fiscal year. Individuals shall be eligible for annual membership in the Organization if they meet the following criteria:

- (a) Support the objects and activities, including the Mission and Vision of the Organization;
- (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. Eight (8) volunteer hours may be used as a substitute for the membership rate.

Section 6.04 Membership fees are due at the beginning of the fiscal year.

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

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

Section 6.06 Membership in the Organization is not transferable.

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

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 Organization; 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 Organization, 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 Organization the individual ceases to have the privileges listed in Section 6.05.

Article VII. Annual General Meeting and Special Meetings of Members

Section 7.01 The Annual General Meeting (AGM) of the Organization 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;
- (b) Presentation of the financial reports;
- (c) Appointment of auditors and authorizing the Board of Directors to authorize the remuneration of the auditors;
- (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.

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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 on the Organizations 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) Executives are present;
- (b) At least fifty-one (51) percent of the Board of Directors are present not including the Executive; and
- (c) At least ten (10) 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.

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 Organization;

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

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

- (a) At their discretion, as suits the needs of the Organization;
- (b) If at least fifty-one (51) percent of the members of the Organization 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 Organization 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 Organization 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.

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 five (5) 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 at the time of election.

Section 8.04 Operational Board Members

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- (a) The Board of Directors will have a maximum of sixteen (16) 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 majority of votes 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) positions dedicated to Governance Board Members. These positions are reserved for individuals self-identifying as part of a traditionally socially excluded group within the gender and sexually diverse community, including but not limited to: Female-Identified, Trans-identified, Queer and Trans People of Colour, Indigenous or Two-Spirited, Seniors (55+), people living with disabilities, non-binary, etc.
- (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 majority of votes for 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 until 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 majority of votes 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 respective committee.

Section 8.08 General duties of a Board Member include:

- (a) Attending regularly scheduled meetings of the Board of Directors, attending meetings of Committees they sit on, and the General Meetings of the Organization;
- (b) Attending, important functions of the Organization (including, but not limited to, fundraising events and press conferences);

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- (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 Organization;
- (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 Organization, they shall be immediately suspended as a Board Member. If the Board Member's membership is not in good standing within 30 days following the date of suspension, they shall be removed as a Board Member and their position becomes vacant.

Article IX. Terms

Section 9.01 The following fixed term length will be enacted for Board Members.

- (a) An Officer' terms will be for a maximum of three years; and;
- (b) A Director' term will be for a maximum of two years;
- (c) A Governance Board Member will be for a maximum of three years.

Section 9.02 Terms are set from the date of appointment 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 Organization.

Section 10.02 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 of the Board of Directors or any two Board Members for the purpose of considering such business as may be set out in the notice. All meetings shall have recorded minutes.

Section 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 respective meeting.

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 Organization shall be entitled to attend Open Session meetings of the Board of Directors, including the meetings of the Organization's Standing and Ad-Hoc Committees.

Section 11.08 The Board of Directors may, on behalf of the Organization, exercise all the powers that the Organization may legally exercise under the Act, the Letters Patent or otherwise, unless the Board

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Members are restricted by law or by the Membership from exercising those powers. These powers include, but are not limited to, the power to:

- (a) Enter into contracts or agreements;
- (b) Make banking and financial arrangements;
- (c) Execute documents;
- (d) Direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Organization;
- (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 Organization for the purposes of operating expenses, or on the security of the Organization's real and personal property;
- (g) Purchase insurance to protect the property, rights and interests of the Organization and to indemnify the Organization, its members, Directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Organization;
- (h) Hire, evaluate, compensate and terminate all full-time, part-time or contract employees of the organization;
- (i) Make any changes to the Organization's organizational structure and number of staff; and
- (j) Determine the organization's strategic priorities and direction.

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

Section 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

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the fact without proof of the number or proportion of the vote recorded in favor or against any resolution.

Article XII. Board Executive

Section 12.01 Executive of the Board of Directors will include:

- (a) Chair;
- (b) Vice-Chair
- (c) Treasurer;
- (d) *The Board of Directors will appoint each position of the Executive by a majority of votes in favour of appointment.*

Section 12.02 With the recommendation from the Chair, one of the managing members of the organization will be appointed to the position of Secretary of the Board by the Board of Directors.

Article XIII. Indemnification

Section 13.01 The Organization 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 invalid 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 Organization 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.

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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) Governance;

Section 15.02 The Board of Directors shall, when appointing any committee, set out the purpose of the committee and its procedures and its powers.

Section 15.03 The Board of Directors may, from time to time, appoint any committee or committees that it considers necessary or appropriate.

Section 15.04 Board Members may be appointed to Committees by majority vote of the Board of Directors or respective Committee Chair. The same method will apply to remove a Board Member from a Committee.

Section 15.05 All Board Members shall be a member of at least one (1) Standing Committee.

Section 15.06 All Standing and Ad-Hoc Committees must appoint a Chair, Vice-Chair and Secretary. These names must be submitted to the Secretary of the Board.

Section 15.07 The agenda will be set by the respective Chair of the committee.

Section 15.08 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 15.09 Committee members shall vote on any resolutions arising at any meeting of their respective committee. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall cast the deciding vote.

Article XVI. Agents and Employees

Section 16.01 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 XVII. Dissolution

Section 17.01 In the event that the Organization dissolves, and, after payment of liabilities, all assets, exclusive of archival and library holdings, shall be distributed to Canadian registered charities and not-for-profit organizations devoted to the interests of the gender and sexually diverse community. Archival and library holdings shall be offered to the Manitoba Gay and Lesbian Archives on a first-

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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 Executive.

Article XVIII. Insurance

Section 18.01 The Organization 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 XIX. Amendments

Section 19.01 By-laws of the Organization may be enacted, repealed, amended, added to or re-enacted by the membership of the Organization during an Annual General Meeting or Special Meeting of Members.