



CONSTITUTION

The name of the society is "Vancouver Pride Society"

The purposes of the society are:

1. To celebrate Lesbian, Gay, Bisexual, Transgender, Two Spirited, and Queer communities (LGBTQ2+), and other supportive or affiliated groups, in and through culturally appropriate educational activities and festivities throughout the year.
2. To continuously promote the self-awareness, celebrate the achievements, the visibility and the diversity of the above communities in partnership with all stakeholders and allies.

BYLAWS

HERE SET OUT IN NUMBERED CLAUSES, THE BYLAWS OF THE VANCOUVER PRIDE SOCIETY

Article A - Interpretation

1. The definitions in the British Columbia Societies Act and Societies Act Societies Regulation on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa.
2. "VPS" means the Vancouver Pride Society.
3. "Organization" means a legal or commercial entity, which includes a corporation, society, foundation, partnership or association.
4. "Member in Good Standing" and "Member" means a registered person or organization that has paid their current annual membership dues and has no debt outstanding to the VPS beyond 29 days.
5. "Member not in Good Standing" means a Member owing the VPS a debt for 30 days or more.
6. "Director" means a director at large of the VPS for the time being; that has been elected or appointed by the Members or the Board of Directors.

7. "Board Executive" means Co-Chairs (2 positions), Treasurer, and Secretary of the VPS, that have been elected or appointed by the Members or the Board of Directors.
8. "Board of Directors" and "Board" refer to both the Directors and the members of the Board Executive.
9. "Executive Director" refers to a senior staff position that reports to the Board. More than one person may be assigned to this position.
10. "Societies Act" means the Societies Act of the Province of British Columbia.
11. "Member's Address" means the preferred contact address of a member as recorded in the Registry of Members and may be either a mailing address or an e-mail address.
12. "VPS Registered Address" means the registered address of the VPS' head office.
13. "Two Spirit" person means someone who is Gay, Lesbian, Bisexual, Transgender or Transsexual and refers to people who are of Aboriginal ancestry.
14. "LGBTQ2+" means Lesbian, Gay, Bisexual, Transgender, Transsexuals, Two Spirit, and Queer.
15. "Allies" means all other people and organizations that support LGBTQ2+.
16. "Stakeholder" means an individual, group, government entity, or organization with an interest in the success of VPS in fulfilling its mandate and maintaining the viability of the VPS' products and services to the LGBTQ2+ community.
17. "AGM" means an annual general meeting of the Members.
18. "SGM" means an extra-ordinary meeting of the Members other than the AGM.
19. "Gender Parity" means that the VPS acknowledges the diversity of the LGBTQ2+ community, and commits to having a diverse Board of Directors that best reflects the LGBTQ2+ community and its allies.

Article B - Membership

20. The Members are the applicants for the incorporation of the VPS, and those persons and organizations who subsequently have become Members. All subsequent applicants for membership who have met the criteria set within these bylaws shall be called a Member except for those who cease to be a Member under the clauses set within these bylaws.
21. A person or organization may apply to the VPS for membership and on acceptance by the Directors shall become a Member.
22. Every Member shall uphold the constitution of the VPS and comply with these bylaws and all laws of British Columbia and the Government of Canada which govern the VPS.
23. There are two categories of membership:

- a. Individual Members, and
 - b. Organizations.
24. An organization that has joined the VPS shall appoint one representative for the purpose of voting at an SGM or an AGM. The representative shall provide an authenticating letter from the organization upon registration.
25. The initial membership dues shall be determined by the Directors and subsequent membership dues shall be determined at the AGM of the VPS by an ordinary motion.
26. A person shall cease to be a Member of the VPS.
- a. by delivering their resignation in writing to the Secretary of the VPS or by mailing or delivering it to the VPS Registered Address,
 - b. on their death or in the case of a corporation, upon dissolution,
 - c. on being expelled.
27. A Member may be expelled by a special resolution of the Members passed at an AGM or SGM.
- a. the notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion,
 - b. the person or organization who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the AGM or SGM before the vote is called on the special resolution,
 - c. all expulsions are for a period of 3 years from the date of expulsion after which said person or organization may apply for membership with the VPS.
28. All Members are Members in Good Standing except:
- a. a Member who has failed to pay their current annual membership fee ceases to be a Member after the next AGM and shall be struck from the Registry of Members; or
 - b. where a Member owes a debt to the VPS which has been outstanding for greater than 30 days, the Member is not in good standing,
 - c. a Member not in Good Standing for one year will be removed from the Registry of Members and barred from membership so long as the debt is owing,
 - d. a Member not in Good Standing who settles the outstanding debt with the VPS is then considered a Member in Good Standing,
 - e. Members not in Good Standing are ineligible to vote at AGM, SGM, or subcommittee meetings.
29. With the exception of a Member who has been expelled from the VPS, any Member whose membership has ceased and all outstanding debts have been settled may immediately reapply to become a Member of the VPS after all outstanding debts have been settled.
30. A Members access to VPS records is limited to the following:
- a. the information VPS publishes on the VPS website,
 - b. the records required to be kept by the VPS pursuant to s. 20(1) of

- the Societies Act, and
- c. the minutes of each meeting of Directors.

31. Unless otherwise arranged between the sender and the recipient, delivery of records to Members shall be deemed to have occurred if posted on the VPS Website or if made available for pick-up at the Society's registered office.

Article C - Meetings of Members

32. All AGM and SGM of the VPS shall be held at the time and place, in accordance with the Societies Act, that the Directors decide. Said place must be within the city limits of the City of Vancouver.
33. Every general meeting, other than an AGM, is a SGM.
34. The Directors may, when they think fit, convene a SGM.
35. Notices of AGM and SGM shall specify the place, day and hour of the meeting; and in case of special business, the general nature of that business.
- a. Notice of an AGM and SGM will:
 - i. be posted on the VPS website and all VPS social media accounts,
 - ii. include a press release all local media outlets not less than fourteen (14) days prior to the scheduled meeting date; and
 - iii. be communicated to Members not less than fourteen (14) days prior to the scheduled meeting date as per the Societies Act.
 - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
 - c. The first AGM shall be held not more than 15 months after the date of incorporation and after that an AGM shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding AGM in accordance with the Societies Act of BC.
36. Attendance and participation by a Member at a general meeting may occur, in the discretion of the Board, by electronic means in which case the Member shall be deemed to be present at the general meeting. Should the Board in its discretion allow for Members to attend and participate at a general meeting by electronic means, the method for access, attendance and participation electronically at a particular general meeting shall be provided to the Members in the Notice sent to the Members for that particular general meeting.

Article D - Proceedings at General Meetings

37. All business of the VPS may be transacted at an AGM and a SGM except the following, which may only be transacted at an AGM:
 - a. the adoption of rules of order,
 - b. the consideration of financial statements,
 - c. the report of the Directors,
 - d. the report of the auditor, if any,
 - e. the appointment of an auditor, if required,
 - f. the election of Directors and Board Executive.
38. Voting on matters at an AGM or SGM may occur by any one or more of the following means, in the discretion of the Board:
 - a. by show of hands or voting cards,
 - b. by roll call vote,
 - c. by written ballot, or
 - d. by vote conducted by electronic means.
39. Voting by proxy shall not be permitted at an AGM or SGM.
40. No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at an AGM or SGM at a time when a quorum is not present.
41. If at any time during an AGM or SGM 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.
42. A quorum is 5% of the VPS Individual Members at the time of the meeting unless the VPS has less than 60 members, in which case then the quorum shall be 3.
43. If within 15 minutes from the time appointed for a SGM a quorum is not present, the meeting:
 - a. if convened on the requisition of Members, shall be terminated,
 - b. if in any other case, it 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 15 minutes from the time appointed for the meeting, the meeting shall be terminated,
 - c. if the same time and place cannot be secured on written notice from the lesser of said place, the meeting shall be terminated. Said written notice shall be maintained by the Chairs of the Board of Directors and submitted with the Co-Chairs' report at the next AGM.
44. One of the Co-Chairs shall preside as Chair of the meeting. If after 15 minutes after the advertised time for the commencement of said meeting both Co-Chairs remain absent, the Directors present shall choose a Director to be Chair of the meeting. If no Director is willing to be Chair of the meeting, the Members present shall choose a Chair of the meeting from the Members present. If after 15 minutes after the advertised time for the commencement of the meeting and the Co-Chairs of the Board remain absent and no Member or Director wishes to be Chair of the meeting, the meeting is terminated.
45. An AGM or SGM may be adjourned from time to time and from place to

- place, but no business shall be transacted at an adjourned AGM or SGM other than the business left unfinished at the AGM or SGM from which the adjournment took place.
46. When an AGM or SGM is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original AGM or SGM. Except as provided in this article, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned AGM or SGM.
 47. No resolution proposed at an AGM or SGM need to be seconded and the Chair of said AGM or SGM may move or propose a resolution.
 48. Members who become Members less than 30 days prior to an AGM or SGM cannot vote at the said AGM or SGM, except:
 - a. Members renewing their annual membership.
 49. A simple majority of votes of Members present shall be sufficient to pass any ordinary resolution.
 50. Two-thirds of votes of Members present shall be sufficient to pass any special resolution.
 51. In case of an equality of votes for an ordinary resolution, the Chair shall have a casting vote but, in acting as Chair, does not otherwise have the right to vote as a Member.

Article E – Nomination

52. Members interested in being on the Board of Directors of the VPS must declare their intent and be nominated by a Member who has been a Member for no less than 30 days, as well as submit a completed application and sign a declaration of eligibility before or at a Meeting for Nominations which will be held no less than 20 days and no greater than 29 days prior to the AGM or SGM.
53. VPS shall prepare a Directors Orientation Package that would be given to Members upon submission of their nomination to be a director.
54. Members of the Nomination Committee will review the applications for Board of Directors membership, to ensure each candidate meets criteria outlined in Terms of Reference for each position.
55. Members are ineligible for candidacy for any position of Director or Board Executive member of the VPS for the initial sixty (60) days following their acceptance as a Member, except
 - a. Members renewing their annual membership.
56. Notice of the Nomination Meeting shall be communicated to members not less than ten days prior to the scheduled meeting date.
57. The Nominations Committee shall be composed of one Director who shall act as Chair and no less than 3 Members. A member of the Nominations Committee who is nominated for an Board Executive position or who is an immediate family member of a nominee or who shares a residence with a

- nominee shall not participate in conducting the election for Board Executive members and must abstain from any vote on the eligibility of a Board Executive nominee.
58. A Member who has been elected or appointed to a Board Executive position who has a criminal record that is less than 5 years old for which a pardon has not been granted is automatically ineligible for a position as a Board Executive member and is immediately removed from the Board Executive but will remain a Member in Good Standing.
 59. The Board Executive position of Treasurer cannot be held by a person with court records that contain judgments indicating financial bankruptcy within the previous 7 years.
 60. Members who are in an un-discharged bankruptcy are ineligible for candidacy for any Director or Board Executive position.
 61. Any ballot received upon which more votes have been recorded than the number of vacancies on the Board Executive shall be declared a spoiled ballot and will be disregarded in the election tally.
 62. The nominations and elections administration process is to be conducted by the Nominations Committee, a sub-committee appointed by the Board of Directors, which shall provide a report at the AGM or SGM that includes:
 - a. a listing of vacant Director positions,
 - b. a listing of all nominees and their biographical information as provided in their nomination application,
 - c. a report on the diversity of the existing Directors and nominees.
 63. All Members who have successfully been elected to a Director or Board Executive position are entitled to have the cost of their criminal record and court search reimbursed upon submission of receipts to the Board.
 64. All persons nominated for a Director or Board Executive position are required to submit before or at the Nomination Meeting a short autobiography of 400 words or less, which includes a description of the skills the nominee possesses to fulfill the requirements of the position.
 65. No more than one of the Directors of VPS may be a Youth Director, aged 16 or 17.

Article F - Board of Directors

66. The Board of Directors may exercise all powers and do all the acts and things that the VPS 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 VPS in an AGM or SGM but subject, nevertheless, to:
 - a. all laws affecting the VPS;
 - b. these bylaws; and
 - c. rules, not being inconsistent with these bylaws, which are made

- from time to time by the VPS during an AGM or SGM.
67. No rule, made by the VPS during an AGM or SGM invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.
 68. The Co-Chairs, Secretary, Treasurer, the Executive Director, and up to five other persons shall comprise the Board Directors.
 69. The Board of Directors must attempt to adhere to Gender Parity.
 70. The Co-Chairs may serve no more than two consecutive terms of three years each, in addition to terms served as a Director.
 71. If a Co-Chair resigns or is unable to finish their term, then another Co-Chair will be appointed by the board. That new Co-Chair's term shall expire at the next AGM.
 72. Other members of the Board of Directors may serve no more than three terms, of two years each.
 73. Terms will expire at the adjournment of the Annual General Meeting.
 74. Separate elections shall be held for each Board Executive position to be filled, followed by the election of the remaining director positions.
 75. The Executive Director is an ex-officio member of the Board of Directors.
 76. The Directors may at any time and from time to time appoint a Member who has been a Member for not less than sixty (60) days, as a Director to fill a vacancy.
 77. An appointed director's term shall expire at the next AGM.
 78. A Director may by special resolution be removed from their position before the expiration of their term of office. Said special resolution shall be accompanied by a brief statement of the reason or reasons for the proposed removal.
 79. The Director who is the subject of the proposed resolution for removal from office shall be given an opportunity to speak at the AGM or SGM prior to debate on the motion to which the special resolution is to be debated.
 80. A Director who is removed from office is ineligible for reappointment or re-election for a period of five years.
 81. If a resolution to call an SGM is passed within 60 days before the future scheduled date of an SGM or AGM, the proposed resolution shall be heard at that future scheduled meeting.
 82. If the resolution to call a SGM is passed within 90 days of the fiscal year end, the proposed resolution shall be heard at the AGM.
 83. A Director may be removed, for cause, by a two-thirds resolution by the Board of Directors. Cause includes:
 - a. missing three consecutive Director meetings, without leave of absence,
 - b. abusive, harassment or inappropriate behavior.
 84. A person will cease to be a Director;
 - a. by delivering their resignation in writing to the Secretary or upon delivery to the VPS Registered Address,

- b. or in the case of a corporation, dissolution,
 - c. upon accepting any salaried position with the VPS,
 - d. upon being a Member not in Good Standing,
 - e. upon death.
85. No Director or member of the Board Executive shall be remunerated for being or acting on behalf of the VPS either as a Director or as a contractor or for the provision of other services but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the VPS.

Article G - Proceedings of the Board of Directors

86. The Board may meet at the places they think fit to dispatch business, adjourn and or regulate their meetings and proceedings, as they see fit which includes having a meeting by teleconference.
87. For the purpose of conducting VPS business at a meeting other than an AGM or SGM, the quorum of Directors present is five Directors including no less than two members of the Board Executive.
88. A Co-Chair shall chair all meetings of the Board, but if at a meeting a Co-Chair is not present within 15 minutes after the time appointed for holding the meeting, the Treasurer shall act as chair.
89. The first meeting of the Board shall be held immediately following the election of a Director or member of the Board Executive at an AGM or SGM.
90. If at a Board meeting a Director is appointed to fill a vacancy on the Board, it is not necessary to have given notice of the meeting to the newly elected or appointed Director for the meeting to be duly constituted where a quorum of the Board is present.
91. A Director who may be absent temporarily from British Columbia may send or deliver to the VPS Registered Address a waiver of notice, which may be by letter, telegram, telex, cable, facsimile or email, of any meeting of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn,
- a. no notice of meeting of directors shall be sent to that director; and
 - b. any and all meetings of the Board, notice of which has not been given to that Director shall, if a quorum of the Board is present, be valid and effective.
92. Questions arising at a Board meeting shall be decided by a majority of votes.
93. In case of an equality of votes at a Board meeting, the Chair has the deciding vote.
94. No resolution proposed at a Board meeting need be seconded and the Chair of a meeting may move or propose a resolution.
95. A resolution in writing, signed by all the directors and placed with the

minutes of the Board meeting is as valid and effective as if regularly passed at a Board meeting.

96. The Board may delegate any, but not all, of their powers to subordinate committees (hereinafter called “sub-committees”) as they think fit.
- a. a sub-committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board, and shall report every act in exercise of those powers to the earliest meeting of the Board to be held after the sub- committee’s delegated business has been done.
 - b. the Chair of a sub-committee meeting is the Director or member of the Board Executive appointed to that position by the Board,
 - c. quorum for a sub-committee meeting to conduct business is never less than the appointed sub- committee Chair, excepting:
 - i. if at a sub-committee meeting the Chair that is appointed by the Board is not present within 15 minutes after the time scheduled for holding said meeting, any other Directors and members of the Board Executive present who are members of the sub-committee shall choose one of their number to be Chair of said meeting,
 - ii. if quorum is not met after 15 minutes after the time scheduled for the sub-committee meeting, the meeting is adjourned.
 - d. the members of a sub-committee may meet and adjourn as they think proper.

Article H - Duties of the Board Executive

97. The VPS Board is a governance board, and therefore is responsible for the governance of the Vancouver Pride Society.
98. Staff appointed to an Executive Director position are responsible for day-to-day operations of the VPS, but reports to the Board Executive.
99. The Co-Chairs will:
- a. chair of all AGM, SGM, and meetings of the Board of the VPS,
 - b. supervise the other members of the Board Executive and Directors in the execution of their duties,
 - c. act as the public face of the Vancouver Pride Society,
 - d. execute agreements and legal instruments together with the other members of the Board Executive as permitted and required by law,
 - e. the Co-Chairs may delegate, on a temporary basis, their duties to other members of the Board, or to VPS employees or contractors.
100. The Secretary will:
- a. be responsible for conducting the correspondence of the VPS Board.
 - b. issue notices of meetings of the VPS and Board of Directors,
 - c. keeping minutes of all meetings of the VPS and Board of Directors,

- d. have custody of all records and documents of the VPS except those required to be kept by the Treasurer,
 - e. have custody of the Seal of the VPS, and
 - f. act as the VPS's Privacy Officer.
101. The Treasurer will:
- a. be responsible for keeping the financial records of the VPS including books of account as necessary to comply with the Societies Act,
 - b. render financial statements to the Board of Directors or when requested by Directors and members of the Board Executive and as required by law to Members and other entities.
102. In the absence of the Secretary from any AGM, SGM, Board of Directors, or sub-committee meeting of the VPS, the Directors and any members of the Board Executive present shall appoint another Member or paid employee to act as Secretary of said meeting.

Article I - Seal

103. The Board of Directors may decide to provide for, destroy or substitute a common Seal for the VPS, hereinafter referred to as the "Seal".
104. Only the Board of Directors may authorize the use of the Seal, including who may use the Seal. The Board will validate its authorization for use of the Seal in an ordinary resolution.

Article J - Borrowing

105. The Board of Directors may raise or secure the payment or repayment of money in the manner they decide, including (but without limiting) issuing debentures.
106. No debenture shall be issued without the sanction of a special resolution by the Members at an AGM or SGM.

Article K - Auditor

107. VPS will prepare audited financial statements each year and will post a copy on the VPS website.
108. The Board of Directors shall fill vacancies in the position of auditor and may replace the auditor.
109. At each AGM, the Members shall by ordinary resolution either ratify the auditor or remove the auditor.
110. No Director, member of the Board Executive, or paid employee of the VPS may be auditor.
111. The auditor may attend all AGMs and SGMs.

Article L - Notice to Members

112. A notice may be given to a Member at the Member's Address listed in the Registry of Members.
113. A notice sent by post or e-mail to a Member at the Member's postal address or email address shall be deemed to have been given on the second day following that on which the notice is posted or sent. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle or e-mailed to the Member's Address.
114. Notice of AGM and SGM meetings shall be given to:
 - a. every Member who is in good standing listed in the Registry of Members on the day notice is given; and
 - b. the auditor if it applies, and as required by law.
115. No other person or organization is entitled to receive notice of an AGM or SGM meeting including Members not in Good Standing.

Article M - Bylaws

116. A copy of the VPS Constitution and Bylaws shall be posted on the VPS website.
117. These Bylaws shall not be altered or added to except by special resolution at an SGM or AGM.
118. Such resolution becomes effective on the date of its acceptance by the Registrar of Companies in BC as being in compliance with the Societies Act.

Article N - Miscellaneous

119. VPS will not indemnify a Director or Executive Director who are found to be legally liable for their actions
120. VPS will maintain a conflict of interest policy
121. The purposes will be carried out on an exclusively non-profit basis.
122. On the winding up or dissolution of this society, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of this society, or, if this cannot be done, to another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada.
123. The purpose of the society shall be carried out without purpose of gain for its members, and any profits or other accretions to the society shall be used for promoting its purpose.
124. Bylaws 121, 122 and 123 are unalterable in accordance with the Societies Act.

