



## EDMONTON PRIDE FESTIVAL SOCIETY BYLAWS

### ARTICLE 1: ORGANIZATION AND PURPOSE

#### 1.01 Name and Charter

- (a) The Edmonton Pride Festival Society is comprised of a General Membership, Executive Committee and its Sub-Committees.
- (b) For the purpose of these Bylaws the Edmonton Pride Festival Society shall be known as EPFS or the Society.

#### 1.02 Non-Discrimination Policy

In all of its activities, efforts, policies, and in the composition of committees, EPFS shall have as a central aspiration the achievement of gender parity through active recruitment. EPFS shall not discriminate with regard to age, race, sex, creed, national or cultural origin, religious affiliation, sexual orientation, gender identification, physical ability or health status.

#### 1.03 Organization

EPFS shall be comprised of:

- (a) The EPFS General Membership as defined in Article III hereunder,
- (b) The EPFS Board of Directors and Executive Committee, which shall have responsibility for the management and policies of the Society.

#### 1.04 Records, Minutes and Books

The records of the Edmonton Pride Festival Society will be maintained by the Board of Directors and stored electronically with all annual reports and meeting minutes posted on the website.

#### 1.05 Fiscal Year

The fiscal year of the corporation shall be from September 1 to August 31.

#### 1.06 Governing Instruments

The Society shall be governed by its Articles of Incorporation and its Bylaws. These amended Bylaws shall become effective upon passage and adoption by the Membership and governing Board of Directors at the October 25, 2017 EPFS Annual General Meeting.

## **ARTICLE 2: EPFS MEMBERSHIP**

### **2.01 Members**

The Members of the Society shall consist of General Members and Voting Members.

### **2.02 General Members**

Any individual that subscribes to the purposes of the Society may become a General Member.

### **2.03 Voting Members**

Any individual that subscribes to the purposes of the Society may become a Voting Member upon payment of annual membership dues, the completion of an application for membership, and approval of that application for membership by the Board of Directors, or by a majority vote of all Voting Members in good standing with the Society present at an Annual General Meeting. Membership applications must be received annually 21 days prior to the Annual General Meeting in order to vote at that same Annual General Meeting. Memberships shall be valid until the completion of the following year's Annual General Meeting. Membership shall be granted, regardless of age, gender, race, sexual or gender orientation, nationality, religion, culture, colour, income, lifestyle, occupation, condition of health, physical challenge or other status. The membership records shall be held in confidence by the Board of Directors.

### **2.04 Membership Dues**

The membership fee, if any, shall be determined from time to time, by the Board of Directors.

### **2.05 Membership Privileges**

Membership privileges may be revoked partially or entirely when a member or group of members have committed one or more offences against any member or the group as a whole. Violations are as follows, but not limited to: slander (making false or defamatory statements against the group or its members), revealing information designated as private without permission including members names, addresses and phone numbers, misrepresenting one's activities as the group's activities without the group's approval, verbally and/or physically sexually harassing members, embezzling EPFS funds, committing acts of physical or verbal violence against another member, failure to perform assigned or promised duties, intentionally misleading the group, statements and/or actions that show disrespect for a member's race, sex, sexual or gender orientation, age, disability, or religion.

### **2.06 Member Offence Process**

Complaint Process: If a member(s) feels that another member(s) have committed an offense as outlined above, a formal complaint must be presented at a board meeting or a written statement must be given to a Chair. The complainant may request a closed hearing if a verbal complaint was filed during a Board Meeting. If a written statement was given to a Chair, then the complainant may request an open hearing. The accused member(s) must be notified of the complaint. All Board Members must attend any hearing except during dire circumstance. An open hearing must be held during a Board Meeting. A closed hearing will be attended only by Board of Directors, any witnesses, the complainant and the accused. If the accused refuses to attend, they waive voice and representation and the hearing will proceed in their absence. If the

complainant refuses to attend, the complaint shall not be heard and the hearing shall not proceed. The format of a hearing will be as follows:

**Presentations:** The complainant and the accused will be given 10 minutes each to present their sides. There are to be no interruptions allowed during these presentations.

**Rebuttal:** the complainant and the accused will be given 3 minutes to rebut their counterpart's presentation.

**Group Discussion:** Each attending member except the complainant and the accused will have 3 minutes to voice their comments on the case if they wish to.

**Vote:** A closed ballot vote among the eligible members will occur after the group discussion. The complainant and the accused will be required to leave the room before the vote occurs and cannot vote. In a closed hearing, only the Board of Directors can vote.

**Decision:** If a simple majority of the vote is not in favour of the accused, the voting members must decide the action to be taken. Current available actions include, but are not limited to: a warning, probation, suspension of membership privileges, or expulsion. A time limit must be specified for probation or suspension of membership privileges.

## **2.07 Conflict of Interest**

Any member, whether individual, organization or corporation with personal or financial interest in any particular area of the Festival, shall not be elected or appointed to a Board position. Members of the Board of Directors or any sub-committee shall not benefit financially from the Edmonton Pride Festival. If a member submits a tender to provide services they must declare the "conflict of interest." Neither they themselves, their partners, spouses nor any other member related to them by blood or law may vote on any decision in which conflict is declared. If conflict is discovered after a contract or benefit has been rewarded or realized, the contract will be re-tendered and any financial benefit above and beyond any real cost shall be returned to EPFS.

## **2.08 Withdrawal of Membership**

A Member may withdraw from membership in the Society by a written notice of resignation delivered to the Board.

## **2.09 Voting**

- (a) Any individual, organization or corporation who is a Voting Member in good standing shall have the right to cast a single vote.
- (b) Each member of the Executive Committee shall have an equal vote on Executive Committee decisions.

# **ARTICLE 3: DIRECTORS**

## **3.01 Board of Directors**

The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the society, shall determine its policies or changes therein, supervise the

disbursement of its funds, and shall actively undertake the execution of its purposes and objectives.

- (a) Applications for current vacant Board positions must be made in writing for consideration by the Nominating Committee (refer to Section 4 – Elections) not less than 14 days prior to the Annual General Meeting.
- (b) The Board of Directors shall exercise all powers of the Society and will take action which is not prohibited or reserved to the membership (by law, the Articles of Incorporation or by these bylaws).
- (c) The Directors may delegate to an investment manager or advisor the powers and duties to invest the society's funds subject to the direction and supervision of the Directors.
- (d) The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the Society as shall be deemed advisable, provided such rules and policies do not conflict with any provisions of these bylaws. (Such rules, policies, and procedures shall be known and designated as EPFS Policies and Procedures).
- (e) The Board of Directors shall be responsible for creating and implementing such arrangements as required to provide for the conduct of EPFS business and may delegate authority and responsibility as necessary.
- (f) No member of the Society shall receive remuneration for any services provided to the Society.

### **3.02 Composition**

EPFS shall be governed by a Board of Directors comprised of at least five (5) and no more than thirteen (13) members. Board members shall serve without compensation. The members of the Board of Directors shall, as much as possible, reflect the diversity within Edmonton's lesbian, gay, bisexual, and transgender community. To be eligible for election to the Board of Directors a person must be a member in good standing.

### **3.03 Terms of Office**

Members of the Board of Directors shall serve in office for a term of three (3) years from the Annual General Meeting of the year of their selection through to the Annual General Meeting of the second year of their term. New Board members elected or appointed after the Annual General Meeting shall begin their terms at the next Board Meeting held after such appointment and shall serve until the expiration of the term such person shall have been elected or appointed to fill.

- (a) Board Member - The members of the Board of Directors shall serve for a term of three (3) years. A Director may be re-elected without limitation on the number of terms he or she may serve. The Society will endeavor to ensure that there is a balance between returning and new Board members.
- (b) Officers - Officers shall be members of the Board of Directors and shall hold office for terms of one (1) year. Officers may run for additional terms as their term expires. Officers shall begin their terms at the next Board Meeting held after

such appointment and shall serve until the expiration of the term such person shall have been elected or appointed to fill.

### **3.04 Elections**

A Nominating Committee to bring forward recommended candidates for vacant positions on the Board may be established from time to time as the Board may direct. Annual elections for the Board of Directors shall take place at the Annual General Meeting of EPFS. The majority of members present shall determine the vote.

### **3.05 Resignations**

Any member of the Board of Directors may resign by delivering written notice of resignation to the secretary. The secretary shall present the letter for its acceptance at the Board's upcoming meeting. Resignation from the Board of Directors does not automatically include a resignation from membership in the Society.

### **3.06 Removal**

Executive Committee members and Directors of the Board can be removed from office at a regular Board Meeting. A 75% vote of the membership in attendance to support the motion will be required. The Executive Committee member or Director of the Board that is named in the motion shall not have a vote on the motion. Once a member of the Board has been removed from office, he/she may only be nominated to return to the Board if the circumstances around the removal have been eliminated to the satisfaction of the current Board.

### **3.07 Vacancies**

Any vacancies in the membership of the Board, whether caused by death, resignation, removal or otherwise, may be filled by the Board of Directors at any regular or special meeting called for that purpose. Directors so appointed shall serve the rest of the term of their predecessors and until their successors are elected and qualified. The Board in its discretion may provide for soliciting nomination or securing other input from the membership before filling a vacancy.

### **3.08 Committees**

The Board of Directors shall establish and maintain the following committees:

- (a) The Executive Committee shall be comprised of two Co-Chairs, Secretary, Treasurer and one additional member as selected by a vote of the Board. The Executive Committee shall be required to have a minimum of three positions filled to be considered active.
- (b) Ad hoc Committees: To be created and dissolved as necessary.

### **3.09 Annual General Meetings and Notice**

The EPFS shall hold an Annual General Meeting (AGM) within sixty (60) days of the fiscal year end each year. The AGM of the Membership for election of officers and for the transaction of such other business as may properly come before it shall be held, without further notice than these bylaws, immediately after and at the same place as the AGM. A minimum of fourteen (14) days' notice of the AGM shall be given to the membership.

### **3.10 Meetings of the General Membership and Notice**

Meetings of the general membership of the Society shall be held at such time and place as may be determined by the Board. Special meetings of the Board may be called at the request of any officer or by one-third (1/3) of the Directors. Special Meetings of the general membership may be called at the request of one-third (1/3) of the Directors or on the presentation of a petition to one of the Co-Chairs containing the signatures of one-third (1/3) of the members in good standing. Notice of all meetings of the Board or Society shall be given by mailing, emailing, telephoning or delivering notice at least one (1) week before the meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of such meeting unless specifically required by law or these bylaws.

### **3.11 Meetings of the Board of Directors and Executive Committee**

The Board of Directors shall be required to meet at least 8 times per year. The Executive Committee will meet as necessary at the call of either or both of the Co-Chairs.

### **3.12 Attendance**

To maintain voting eligibility, a member of the Board of Directors must attend at least 75% of the Board of Directors meetings in the fiscal year. For purposes computing compliance, the calendar year begins in September and runs through August. Notification of any planned absence must be made to an Officer of the Board in advance. Emergency absences that preclude advance notice must be made to an Officer of the Board no later than one week after the scheduled meeting. Additionally, a Board Member who misses two (2) consecutive meetings will risk dismissal from the Board.

### **3.13 Quorum**

- (a) A majority of the filled Executive Committee or Board positions will constitute a quorum for Executive Committee meetings and Board Meetings and must include one (1) of the Co-Chairs.
- (b) Quorum for all general meetings and special meetings of the membership shall be the number of Voting Members in good standing in attendance plus the number of proxies of Voting Members in good standing who have designated a proxy. If a Voting Member is not in attendance, and has not designated a proxy, they shall not be entitled to vote.

### **3.14 Business Arising Between Scheduled Meetings**

New business may occasionally arise between regularly scheduled Board Meetings. A majority of the Executive Committee shall decide if such business requires a special meeting of the Board or may be placed on the agenda of the next regularly scheduled meeting. Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone, web, email or similar communication equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting.

## **ARTICLE 4: Executive Committee**

**4.01** All Officers of the Executive Committee will be elected by the incoming Board at the first meeting immediately following the AGM.

**4.02** All Executive Committee members shall hold office from the date of election until the following year's AGM.

**4.03** The Executive Committee will be responsible for ensuring an annual report is prepared and distributed for the AGM.

**4.04** Should a vacancy be created by the resignation of an Executive Committee member, the Co-Chairs shall ask the Board of Directors to appoint an individual to fill the vacancy until the next Annual General Meeting.

### **4.05 Executive Committee Functions**

(a) The Executive Committee acts for the Board of Directors in emergencies or in other situations where time factors do not permit awaiting the next regularly scheduled meeting of the Board of Directors. A summary of the business conducted at any meeting of the Executive Committee shall be reported to the full Board at the next regularly scheduled Board Meeting.

(b) Office of the Co-Chairs:

- i. Both Co-Chairs serve as co- chief executive and administrative officers of EPFS.
- ii. Either Co-chair presides at all meetings of the membership, Executive Committee and the Board of Directors of the Society.
- iii. Either or both Co-Chairs, or their designated Director, shall serve as a member of all committees and sub-committees.
- iv. Either or both Co-Chairs shall act as spokespersons for the Society.
- v. Either or both Co-Chairs shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors.
- vi. In the absence of the Co-Chairs, their designated Director shall serve as the spokesperson for the Society.

(c) Office of the Secretary: The Secretary shall have the general powers and duties usually vested in the office of Secretary of a society, shall keep minutes of all meetings of the Executive Committee, Board of Directors and the membership, shall authenticate the records of the Society and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:

- i. Provide proper notices in accordance with these bylaws,

- ii. Have charge of all the correspondence of the EPFS and be under the direction of the Co-Chairs of the Executive Committee, and
  - iii. Ensure that a proper database of members is maintained.
- (d) Office of the Treasurer: The Treasurer shall have the general powers and duties vested in the office of the Treasurer of a society, including the responsibility for all funds and securities for the Society, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:
- i. Oversee the financial management of the Society;
  - ii. Provide for the payment of all bills and obligations of the Society as directed by the Board;
  - iii. Keep a complete and correct account of all monies received and disbursed by the Society;
  - iv. Provide a financial statement of the Society to the Board at least quarterly or as requested by the Board; and
  - v. Submit a full financial report to the members at the Annual General Meeting.
  - vi. The Board may require the Treasurer to give a bond for the faithful discharge of her/his duties, the cost of which shall be borne by the Society.
- (e) Sub-Committees: The Executive Committee can create any sub-committee deemed necessary to fulfill the Mission, Vision and Objectives of the EPFS. No committee may:
- i. Authorize payment of a dividend or any part of the assets of the Society to its Directors or officers.
  - ii. Approve dissolution, merger, or the sale, pledge, or transfer any of the Society's assets.
  - iii. Elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees.
  - iv. Adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.
  - v. The Board of Directors is not bound by the decisions of any committee. The protocol for decision-making within the scope of committees shall include a process for consultation with the Board of Directors and fellow committee members.



## **ARTICLE 5: Financial Arrangements**

### **5.01 Financial Reporting**

The Board of Directors of EPFS shall publish a preliminary financial report of the annual Festival within one hundred and twenty (120) days after the event. Final financial statements shall be prepared and presented at the Annual General Meeting.

### **5.02 Remuneration**

Unless authorized at any meeting and after notice for same shall have been given, no office or member of the association shall receive any remuneration for his/her services.

### **5.03 Borrowing Powers**

For the purpose of carrying out its objects, the society may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

### **5.04 Funds**

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

### **5.05 Gifts**

The Board may accept on behalf of the Society any contribution, gift, bequest or device for any purpose of the Society. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons.

### **5.06 Auditing**

The financial records of the Treasurer shall be reviewed and signed by two persons recommended by the Board of Directors, or audited according to generally accepted accounting practices at least once a year, as directed by the Board. The financial records shall be audited according to generally accepted accounting practices at least every three (3) years. All financial records and minutes of meetings shall be made available to members in good standing upon request. All requests for review of EPFS records shall be made to the Secretary. The Secretary shall respond to such requests within fourteen (14) days.

### **5.07 Custody of the Seal**

The EPFS seal shall be securely stored in the EPFS storage unit. The Secretary shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of one of the Co-Chairs and the Secretary. In case of the absence of the Secretary, his/her duties shall be discharged by an officer as appointed by the Board.

### **5.08 Signing Authority**

The Board shall appoint three (3) members to have signing authority. Two of the three signatures will be required for any banking, financial transactions or contractual agreements involving EPFS. At least one signature will consist of one of the Co-Chairs or the Treasurer (as long as the Treasurer is not also fulfilling the role of bookkeeper).

### **5.09 Contracts**

No member of the Society shall be authorized to make any contracts for or on behalf of the Society; nor shall any member be authorized to obligate the Society to perform under any contract or to pay any sum of money. All written contracts shall require the approval of the Board of Directors and shall be executed by the Co-chair(s), and in her/his absence, the Secretary, and attested by another Director.

## **ARTICLE 6: AMENDMENTS**

### **6.01 Bylaws Special Resolution**

The Society shall notify the membership of the place, date, and time of any general meeting that will affect the Bylaws of the EPFS with 21 days or more notice of this meeting.

### **6.02 Bylaws**

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 75% of the members in favour of this Special Resolution.

## **ARTICLE 7: SOCIETY PROPERTY**

### **7.01 Ownership of Physical and Intellectual Property**

All property purchased, gifted, developed or created for the purposes of the Society's Vision, Mission or Objectives belong to the Society. Property of EPFS is to be returned to the Board when membership is ended (by revoking or by withdrawal) or when a cessation of duty occurs.

## ARTICLE 8: DISSOLUTION

### 8.01 Dissolution

In the event of voluntary dissolution or winding-up of the affairs of the EPFS, all remaining assets after payment of the liabilities of the EPFS shall be distributed to one or more organizations, residing in the capital region, that promote the objectives of the EPFS as decided by the Executive Committee in consultation with any remaining members in good standing.

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These bylaws supersede all previous bylaws and amendments and have been approved on

\_\_\_\_\_ in the City of Edmonton.

**Witness:**

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Signature

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Printed Name

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