EDMONTON PRIDE FESTIVAL SOCIETY

BYLAWS

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ARTICLE 1: ORGANIZATION AND PURPOSE

Section 1 Name and Charter

1.1 The Edmonton Pride Festival Society is comprised of a General Membership, Executive Committee & its Sub-Committees.

1.2 For the purpose of these Bylaws the Edmonton Pride Festival Society shall be known as EPFS or the Society.

Section 2 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.

Section 3 Organization

EPFS shall be comprised of:

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

Section 4 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.

Section 5 Fiscal Year

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

Section 6 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 November 21, 2010 EPFS meeting.

ARTICLE II: DIRECTORS

Section 1 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) 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).

b) 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.
c) 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).
d) 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 to the executive and other committees.
e) No member of the Society shall receive remuneration for any services provided to the Society.

Section 2 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 transgendered community. To be eligible for election to the Board of Directors a person must be a member in good standing.

Section 3 Terms of Office

Members of the Board of Directors shall serve in office for a term of two (2) 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.

Section 3.1 Board Member

The members of the Board of Directors shall serve for terms of two (2) 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.

Section 3.2 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.

Section 4 Elections

A nominating Committee to nominate candidates for position 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.

Section 5 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.

Section 6 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.

Section 7 Vacancies

Any vacancies in the membership of the Board, whether caused by death, resignation, removal or otherwise, may e 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.

Section 8 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.

Section 8.1 Executive Committee

8.1.1 All officers of the Executive Committee except the Executive member appointed by the Board shall be elected at the AGM by simple majority.

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

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

8.1.4 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.

8.1.5 Executive Committee Functions

i. The Executive Committee shall be responsible for effectively communicating the EPFS's Mission, Vision and Objectives to the Board of Directors, any sub-committee, the membership and community at large. The Executive Committee shall be responsible for bringing to the attention and action of the Board of Directors and the Society Membership any departures from the Mission, Vision and Objectives.

ii. The Executive Committee shall be empowered to make operational decisions integral to the execution of the Mission, Vision and Objectives of EPFS as indicated by the approved budget without the requirement of a vote by the general membership. All decisions above and beyond operational decisions as well as any special monetary decisions beyond the annual budget that are in excess of one thousand five hundred dollars ($1500.00) must be brought to a meeting of the general membership for a vote.

iii. 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.

iv. Office of the Co-chairs:

a) Both Co-chairs serve as co- chief executive and administrative officers of EPFS.
b) Either Co-chair presides at all meetings of the membership, Executive Committee and the Board of Directors of the Society.
c) Either or both Co-chairs shall serve as a member of all committees and sub-committees.
d) Either or both Co-chairs shall act as spokespersons for the Society.
e) 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.

v. 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:

a) Provide proper notices in accordance with these bylaws,
b) Have charge of all the correspondence of the EPFS and be under the direction of the co-chairs of the Executive Committee.
c) Ensure that a proper database of members is maintained, and
d) Act as spokesperson for the Society in the absence of both Co-chairs.

vi. Office of the Treasurer: The Treasurer shall have the general posers 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:

a) Oversee the financial management of the Society;
b) Provide for the payment of all bills and obligations of the Society as directed by the Board;
c) Keep a complete and correct account of all monies received and disbursed by the Society;
d) Provide a financial statement of the Society to the Board at least quarterly or as requested by the Board; and
e) Submit a full financial report to the members at the Annual General meeting.

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.

8.1.6 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:

a) Authorize payment of a dividend or any part of the assets of the Society to its Directors or officers.
b) Approve dissolution, merger, or the sale, pledge, or transfer any of the Society's assets.
c) Elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees.
d) Adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

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.

Section 9 Annual General Meetings and Notice

The EPFS shall hold an Annual General Meeting within sixty (60 days of the fiscal year end each year. The Annual Meeting 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 annual meeting. Fourteen (14) days notice of the Annual General Meeting shall be given to the membership.

Section 9.1 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.

Section 9.2 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.

Section 9.3 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 in order to be considered excused. Emergency absences that preclude advance notice must be made to an Officer of the board no later than one week after the scheduled meeting. Failure to make notification of absences may result in removal from the Board. Additionally a Board member who misses three (3) consecutive meetings and has not been excused will lost voting eligibility.

Section 10 Quorum

i. 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 of the Co-chairs.
ii. Quorum for all general meetings and special meetings of the membership shall be 2/3 of the Members in good standing.

Section 11 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.

Section 12 Financial Reporting

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

Section 12.1 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.

Section 12.2 Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or 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.

Section 12.3 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.

Section 12.4 Gifts

i. The Board may accept on behalf of the Society any contribution, gift, bequest or device for any purpose of the Society.

ii. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its member, trustees, officers, or other private persons.

Section 12.5 Auditing

i. The financial records of the treasurer shall be audited according to generally accepted accounting practices at least once a year by two persons recommended by the Board of Directors and approved by the membership at the Annual General Meeting. Audited financial statements shall be posted and made available within six (6) months of the Annual General Meeting.

ii. 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.

Section 12.6 Custody of the Seal

Custody of the EPFS seal shall be the responsibility of the Treasurer.

Section 12.7 Signing Authority

The Board shall appoint 3 members to have signing authority. Two of the three signatures will be required for any banking, financial transactions or contractual agreements involving EPFS. One signature will consist of either one of the Co-chairs or the Treasurer.

Section 12.8 Contracts

i. 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.

ii. 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 III: EPFS MEMBERSHIP

Section 1 EPFS Membership

Any individual, organization or corporation that subscribes to the purposes of the Society may become a member and be issued a valid membership card upon payment of annual membership dues and the completion of a membership application. 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 by the Secretary and shall be kept confidential with access granted only to EPFS Board of Directors. Memberships shall be valid for one year from Annual General Meeting to Annual General Meeting.

Section 2 Membership Dues

Dues shall be set from time to time by the Board of Directors. Membership fees shall be given to the Treasurer and shall be deposited in the accounts of the Society in a timely fashion.

Section 3 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. Procedure for handling the above violations is as follows in Article III, Section 2.

Section 4 Member Offence Process

Complaint Process: If a member(s) feel that another member(s) have committed an offense as outlined above, a formal complaint must be presented at a business meeting or a written statement must be given to a chairperson. The complainant may request a closed hearing if a verbal complaint was filed during a business meeting. If a written statement was given to a chairperson 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 business meeting. A closed hearing will be attended only by Board of Directors, any witnesses, the complainant and 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 voice them.

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.

Section 5 Conflict of Interest

Any member, whether individual, organization or corporation with personal or financial interest in any particular area shall not be elected or appointed to a position of responsibility or concern in that sphere. Businesses and places of employment of members of the Board of Directors or any sub-committee shall not benefit financially from any Pride/EPFS related contract. If a member submits a tender to provide services they must declare the "conflict of interest." Neither they themselves, their partners, spouses or 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.

Section 6 Withdrawal of Membership

Membership will be considered withdrawn upon the surrender of membership card to the Secretary.

Section 7 Voting

i. Any individual, organization or corporation who is a member in good standing shall have the right to cast a single vote.

ii. Each member of the Executive Committee shall have an equal vote on Executive Committee decisions.

ARTICLE IV: AMENDMENTS

Section 1 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 EPFS with 21 days or more notice of this meeting.

Section 2 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 V: SOCIETY PROPERTY

Section 1 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 VI: DISSOLUTION

Section 1 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.

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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