



**THE
CONSTITUTION
OF
SERVING WITH PRIDE**



Record of Amendments

31 January 2009 - Final Draft
21 May 2009 - Legal Consult – Final Approval
14 February 2018 – Revision Draft
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BYLAW # 1

A bylaw relating generally to the conduct of the affairs of Serving with Pride (the “Organization”).

ARTICLE I Interpretation

1.1 Definitions

These definitions will be used for the context of all bylaws, special resolutions or ordinary resolutions of the Organization unless another definition is so required. If at that time another definition is required, it will be stated in full in the appropriate resolution:

- a) “Regular Member” means a person that satisfies the qualifications of a regular member as set in paragraph 7.2(a) hereof and who has been admitted to membership in accordance with the provisions of Article VII hereof;
- b) “Associate Member” means a person that satisfies the qualifications of an associate member as set forth in paragraph 7.2(b) hereof and who has been admitted to membership in accordance with the provisions of Article VII hereof;
- c) “Student Member” means a person that satisfies the qualifications of a student member as set forth in paragraph 7.2 (c) hereof and who has been admitted to membership in accordance with the provisions of section Article VII hereof;
- d) “Group Membership” refers to a payment plan designed to encourage agencies and organizational representatives to join as a group of five (5) or more. Group membership must be made up of individuals who satisfy the qualifications of a regular, associate or student member as set forth in paragraph 7.2 (a, b, c or d) hereof and who has been admitted to membership in accordance with the provisions of Article VII hereof and must be from the same organization (i.e Durham Regional Police, Police Foundations Students – Humber College);
- e) “Appointed Director” means the Immediate Past Co-chair as described in Article V hereof;



- g) “Director” means an elected member of the Board of Directors of the Organization;
- h) “Bylaws” means this bylaw and all other bylaws of the Organization from time to time in force and effect;
- i) “Members” includes Regular Members, Associate Members and Student Members who may be part of a group membership plan or individuals;
- j) “Member in Good Standing” means a Regular Member, Associate Member or Student Member who may be part of a group membership plan or as individuals who has paid in full all membership dues owing by them at that time;
- k) “Director in Good Standing” means an individual who holds one of the executive positions; Co-chair, Co-chair, Secretary, Treasurer, Strategic Planning and Communications, Director 1, Director 2, Director 3, Director 4, Youth Director 1, Youth Director 2 or the appointed Director who has paid in full all membership dues owing by them at that time; and who has fulfilled their obligations as outlined in sections 4.9 and Article V.
- l) “Ordinary Resolution” means a resolution passed by a majority of votes cast by members who voted in respect of that resolution tabled at an Annual General Meeting of the Organization;
- m) “Special Resolution” means a resolution passed by not less than 2/3 of the votes cast by the Members who voted in respect of that resolution, a special resolution may be tabled at any General Meeting of the Organization that has been circulated to the general membership by regular mail, e-mail or website public notice, no later than 30 days prior to the General Meeting;
- n) “SWP” will be the acronym for the Organization which spelled out in full means Serving with Pride;
- o) “2SLGBTQ+” is the acronym that SWP uses officially. It stands for Two-spirited, Lesbian, Gay, Bisexual, Trans, Queer/Questioning, and is inclusive of all sexual and gender diversity;
- p) “Ex-officio Member of the Board” are considered non-voting members of the Board and can be appointed by a 2/3 majority vote of the Board. (i.e. Advisors) by Special Resolution. Ex-officio



members do not have to be members in good standing with the Organization however it is encouraged.

ARTICLE II

Objects of the Organization

2.1 Vision

The vision of Serving with Pride is one of an optimized work environment including diversity, integrity, awareness and equity of 2SLGBTQ+ employees within policing, corrections and criminal justice professions, where there are no barriers, stereotypes or bias AND positive policing, corrections and criminal justice systems where organizations are sensitive to the unique needs of the 2SLGBTQ+ community and consistently build bridges to better understand and serve them.

2.1 Mission

Inspiring change from the inside, out – Serving with Pride will:

Encourage, advance and promote 2SLGBTQ+ policing, corrections and criminal justice professionals.

Provide education and awareness, crucial to providing 2SLGBTQ+ policing, corrections and criminal justice professionals with a safe work environment.

Provide education, advise and awareness in which agencies can use to better understand and build bridges with their 2SLGBTQ+ communities.

Support 2SLGBTQ+ policing, corrections and criminal justice personnel to be “out” in the workplace.

Provide a safe and supportive forum for members to network, inspire, and communicate more effectively with each other throughout the Province of Ontario.



Support the pursuit of education by providing learning opportunities for police personnel, corrections, criminal justice professionals and allies to raise awareness and understanding of the 2SLGBTQ+ community.

Support 2SLGBTQ+ youth in their pursuit of education or training in policing, Corrections or criminal justice studies, through a scholarship program.

Acknowledge and celebrate the work of 2SLGBTQ+ personnel through an awards program.

2.3 Goals

- Provide and support systemic change to ensure that 2SLGBTQ+ members are visible and valued as equal members.
- Develop and maintain an effective 2SLGBTQ+ employee support and networking system between Ontario-based agencies and other organizations that support our initiatives.
- Promote, develop and initiate mentoring programs for 2SLGBTQ+ members and allies, within our agencies and communities.
- Build bridges to promote positive relationships between 2SLGBTQ+ members and their respective organizations and break down systemic barriers and stereotyping.
- Support the pursuit of post-secondary education by providing opportunities to 2SLGBTQ+ youth.
- Demonstrate integrity and a positive professional image to our colleagues and the communities we serve.
- Ensure a safe and welcoming environment for all members within our respective law enforcement, Corrections and criminal justice organizations.
- Encourage, promote and inspire future membership within our organization.

2.4 Nature

The Organization shall be not-for-profit.

ARTICLE III Business of the Organization

3.1 Registered Office



Until changed by a majority vote of the Board of Directors, the registered office of the Organization shall be in Bolton in the Province of Ontario, and at such location therein as determined by the Board.

3.2 Execution of Instruments

Any contract, document or other instrument in writing requiring execution by the Organization shall be executed by any two Board members, and all contracts, documents, or other instruments in writing so executed shall be binding upon the Organization without any further authorization or formality. The Board members shall have power from time to time by resolution to appoint a specific member from the board to sign specific contracts, documents and instruments in writing on behalf of the Organization. The Board members may give the Organization's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Organization. The seal of the Organization when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any member or members appointed by resolution of the Board members.

3.3 Banking Arrangements

The banking business of the Organization shall be transacted with such chartered banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business, or any part thereof, shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe or authorize.

3.4 Planning or Special Committees

Periodically, there may be a need to strike a planning or special committee to fulfill the needs of Organizational mandates, events or delivery of training sessions. The Board will decide when such a committee is required. The planning or special committee will be chaired by a member of the Board of Directors and can include other Board members and volunteers from the general membership – Regular, Associate or Student – who are in Good Standing.



ARTICLE IV Board of Directors

4.1 Number of Board members

The property and business of the Organization shall be managed by a Board of Directors, comprised of eleven (11) Board members. The eleven-member Board shall include one (1) member elected into each of the following five positions: Co-chair, Co-chair, Secretary, Treasurer and Strategic Planning and Communications.

The Board shall also include four (4) members elected into the position of Director, and two (2) members elected into the position of Youth Director for a total of six (6) Directors.

The Board may also include two (2) Appointed Directors. The Appointed Director may be the Immediate Past Co-Chair, or an alternative member of the Organization as designated by the majority of the board of directors.

The Board reserves the right at any time to appoint non-voting positions to assist in the operation of the Organization. (i.e. planning committees)

The number of Directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.

4.2 Qualifications to hold a position on the Board (other than Youth Director)

In order for an individual to be a director, the individual must:

- a) be a Regular Member, Associate Member or Student Member in Good Standing; and
- b) be 18 years of age or older.

4.2.1 Qualifications for Youth Director

- a) be a Regular Member, Associate Member or Student Member in Good Standing; and



b) be between 18 and 26 years of age.

4.3 Election and Term

The applicants for incorporation shall become the first directors of the organization whose term of office on the board of directors shall continue until their successors are elected.

At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Organization.

Term: Subject as hereinafter provided, each Board member, except Treasurer, shall be elected for a term of (2) years by the members at an annual meeting of members. The Treasurer position, shall be elected for a term of (3) years by the members at an annual meeting of members.

Tenure: An elected director may not hold or remain in the same position or seat for more than two consecutive terms. A Board member may opt to resign upon the expiration of a term but, if qualified to serve a second term, shall be eligible for re-election.

In the case where no suitable candidates come forward for election, into a position where the tenure is complete; and where the member currently holding the position wishes to remain and is in Good Standing, that member may be acclaimed into the position for one (1) more term.

The following designates when the Board is re-elected:

Co-chair - Even Years
Co-chair - Odd Years
Secretary - Even Years
Treasurer - Even Years (3-year term)
Strategic Planning and Communications - Odd
Director 1 - Even Years
Director 2 - Odd Years
Director 3 - Even Years
Director 4 - Odd Years
Youth Director 1 - Even
Youth Director 2 - Odd



If applicable;

Appointed Director – Even Years

Appointed Director – Odd Years

Such election shall be carried out by ballot as follows:

a) the ballot shall list all candidates who have submitted nomination forms to the Secretary of the Organization in accordance with the provisions of section 4.4 hereof;

b) each member who is entitled to vote at the annual meeting, shall have that number of votes which is equivalent to the number of Board members to be elected;

c) the nominees on the ballot who receive the highest number of votes cast shall be elected as Board members of the Organization for a 2-year term or a 3-year term in the case of Treasurer.

d) an applicant does not have to attend the AGM to be placed on the ballot. The applicant shall be notified by the Board of Directors, the outcome of the vote as soon as possible after the election.

If an election of Board members is not held at the proper time, the incumbent Board members shall continue in office until the successors are elected.

4.3.1 Notwithstanding Clause

If the Organization is in the position of hosting a major event (i.e., International Police Conference), election of new Board members may be delayed until such time as the Co-Chairs deem suitable so as not to interfere with preparations for the event, but the delay cannot extend more than one year.

4.4 Nomination Procedure

Any individual who desires to be a candidate for a vacancy on the Board must:

a) meet all of the qualifications set forth in section 4.2 hereof; and



b) submit a nomination form to the Secretary of the Organization which declares the intention to run at the time specified by the Board.

4.5 Removal of Board member

The removal of a Board member may be done by special resolution at any general meeting of the membership and only by a 2/3 vote of those members gathered there and may elect any qualified person or persons as a replacement for the remainder of the term.

4.6 Resignation of Board member

A Board member may resign office by giving written notice of such resignation to the Organization; resignation shall be effective upon receipt by the Organization or upon the date specified in the resignation, whichever is later.

4.7 Vacation of Office

The office of a Board member shall be vacated if: a) the member dies; b) the member is removed from office in accordance with the provisions of section 4.5 hereof; c) by written notice to the Organization upon resignation; or d) the member ceases to be a Member in Good Standing. e) If they are found by a court to be of unsound mind; and f) if they become bankrupt or suspends payment or compounds with their creditors.

4.8 Vacancies

Should there be any vacancy on the Board due to section 4.7, the Board may appoint a Member of Good Standing to fill the vacancy until the next general meeting at which time an election for that vacancy will be conducted.

4.9 Board Meetings

Notwithstanding the provisions of section 8.4 hereof, meetings of the Board of Directors may be called upon 24 hours' notice in writing, by telephone or by e-mail by any Board member of the Organization. Any meeting of Board members may be held at any place and time without such notice if all the Board members are present or if a quorum is present and those Board members who are absent have signified their consent to the holding of the meeting by an



instrument in writing, or by telephone, or by e-mail, or subsequently thereto signify their consent in writing. Any resolution passed or proceeding had or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Board member.

All Board members must attend at least $\frac{1}{2}$ of all quarterly meetings (2 meetings), either in person or by telephone or video conferencing. Non-compliance may result in the board member being deemed NOT in Good Standing.

All Board members must also attend at least $\frac{1}{2}$ of all Planning or Special Committee meetings as determined by the Co-chairs. Non-compliance may result in the board member being deemed NOT in Good Standing.

4.10 Quorum

A quorum for the transaction of business at any meeting of the Board shall consist of not fewer than one-third of the Board members then in office.

4.11 Meetings by Telephone

Keeping with the goals of the Organization and due to the large geographical area, the Organization covers, any Board member may participate in any meeting of the Board by way of telephone or video conferencing so long as all the members gathered have the ability to hear each other. It is understood that in-person attendance at Board meetings by members, is preferable.

4.12 Votes to Govern

At all meetings of the Board every motion shall be decided by a majority of votes cast on the motion, and each member of the Board shall have one vote. The chairperson of any meeting of the Board shall not be entitled to a vote unless there is a tie in the voting over any motion before the meeting. A declaration by the chairperson of the meeting that a motion has been carried and any entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favor or against such motion.



4.13 Chairperson

The chairperson of any meeting of the Board shall be one of the Co-chairs, and in the absence of both Co-chairs the Board members present shall choose one of their number to act as Chairperson for the meeting.

4.14 Remuneration and Expenses

The Board shall serve as such without remuneration and no Board member shall directly or indirectly receive any profit from their position as such; provided that a Board member may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any Board member from serving the Organization as an officer or in any other capacity and receiving compensation therefore.

4.15 Powers of Board

The Board may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Organization is by its charter or otherwise authorized to exercise and do.

The Board shall have power to authorize expenditures on behalf of the Organization from time to time and may delegate by resolution to an officer or officers of the Organization the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Organization in accordance with such terms as the Board of directors may prescribe.

The Board of directors is hereby authorized, from time to time:

- a) to borrow money upon the credit of the Organization, from any bank, Organization, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;



- c) The Board of directors shall take such steps as they may deem requisite to enable the Organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Organization.

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

ARTICLE V

Board Member Responsibilities

5.1 Duties of Board of Directors

As set out in 4.3 hereof, the following positions will constitute Board members:

5.2 Co-Chairs

The Co-chairs (x2) shall be the chief Board and operating officers of the Organization and, subject to the authority of the Board shall have general supervision of the business of the Organization, and shall without limiting the generality of the foregoing:

- 1) Preside at all meetings of the Board or committees of the Board.
- 2) Appoint standing committees and special committees.
- 3) Act as member ex-officio of all committees.



4) Coordinate committees.

5) Act as the spokesperson for the Organization, where the Strategic Planning and Communications member is not available. Co-chairs may delegate spokesperson duties to another Board position providing that the person identified has proven Communications & Media Relations experience.

6) Endorse for collections, cheques, notes and other obligations and deposit in the bank of the Organization.

5.3 Appointed Directors

An immediate past Co-chair may be requested to remain on the Board as the Appointed Director, or an alternative member of the Organization can designate by the majority of the board of directors.

When a new Co-chair is elected by the membership, the outgoing Co-chair or other designated member of the Organization, will hold the non-voting, Appointed Director position on the Board for the purposes of maintaining continuity from the outgoing Board.

5.4 Secretary

The Secretary shall perform, among other things, the following functions:

1) Maintain such books, documents and papers as the Board shall determine.

2) Attend and keep detailed minutes of all meetings of the Board and Members.

3) Transcribe minutes and send copies to all members of the Board within thirty days after the meeting.

4) Receive correspondence and other materials for the Organization and maintain them in orderly files. Respond to correspondence as requested by the Co-chairs and/or Board. Keep copies of all outgoing correspondence sent out by any member of the Board.



5) Assure that the records and files are available at meetings as may be needed or requested for reference. Provide advice to the Co-chairs and Board as requested during meetings.

6) Present minutes for approval at Member meetings and Board meetings either in writing or as read, unless otherwise waived by a majority of the Members or of the Board, as the case may be.

5.5 Treasurer

The Treasurer shall perform, among other things, the following functions:

- 1) Maintain custody of all funds, property and securities of the Organization.
- 2) Endorse for collections, cheques, notes and other obligations and deposit in the bank of the Organization.
- 3) Sign receipts, vouchers, cheques, bills of exchange and promissory notes issued by the Organization.
- 4) Make payments as necessary on behalf of the Organization.
- 5) Enter regularly on the books, the full and accurate account of all money received, and obligations paid.
- 6) Render financial statements to the Board on a regular basis, as determined by the Board.
- 7) Make available at all times to the Board or Members, the Organization's books.
- 8) Coordinate with the designated director in the receiving of membership dues and send out notices, if appropriate, when dues are owed.

5.6 Director 1, 2, 3, 4 and Youth Director 1, 2

The Director 1, 2, 3, 4 and Youth Director 1, 2 and Appointed Directors shall perform, among other things, the following functions:



- 1) Accept or volunteer for duties required or delegated to them by the Co-chairs.

5.7 Strategic Planning & Communications Director

The Strategic Planning & Communications Director shall perform, among other things, the following functions:

- 1) Prepare a regular Business Plan outlining direction and activities for the Organization.
- 2) Prepare and provide official communications for the various platforms, including website, social media, news releases, newsletters and other communications determined by the Board.
- 3) Development and maintenance of website(s), social media channels and other official platforms to be determined by the Board.
- 4) Act as the official representative for media requests and other public facing opportunities.

5.8 Duties of Board Members may be Delegated

In case of the absence or inability to act of any Board member of the Organization or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the period of time of such absence or inability to act.

5.9 Ex-Officio Members of the Board

As stated herein, the Board may appoint, as it sees fit, Ex-officio members of the Board to act in any capacity as the Board sees fit. These members will be treated with all of the same privileges as any member of the Board however they do not have voting privileges on the Board.

5.10 Advisor(s)

The role of an Advisory is very important to any organization as it begins to grow and establish itself. The position of an Advisor(s) is for just that purpose. The people who are to be asked to be Advisors may work in law enforcement, Corrections or in the criminal justice sector or may



represent 2SLGBTQ+ community interest. At any time, the Board should try to ensure there is a minimum of 3 to a maximum as determined by the Board at any time.

ARTICLE VI

Protection of Directors, and Others

6.1 Indemnification of Board members

The Organization hereby consents that each and every Board member of the Organization shall be deemed to have assumed office on the expressed understanding and agreement and condition that every Board member of the Organization, their heirs, executors, administrators, estate and effects shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Organization from and against all costs, charges and expenses whatsoever which such Board member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Board member for or in respect of any act, deed, matter or transaction whatsoever made, done or permitted by the Board member in or about the execution of the duties of the Board member's office, and also from and against all other costs, charges and expenses which the Board member sustains or incurs in or about or in relation to the affairs of the Organization in respect of which the Board member has acted honestly and in good faith with a view of the best interests of the Organization.

6.2 Indemnification of Others

The Organization shall indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that the person is or was an employee or agent of the Organization, or is or was serving, at the request of the Organization, as a director, agent of or participant in another organization, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines, and any amount actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted honestly and in good faith with a view to the best interests of the Organization, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the conduct was lawful. The



termination of any action, suit or proceeding by judgment, order settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Organization, or, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that the conduct was lawful.

6.3 Right of Indemnity Not Exclusive

The provisions for indemnification contained in the Bylaws of the Organization shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or disinterested Board member or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director and shall ensure to the benefit of the heirs, executors and administrators of such a person.

6.4 No Liability of Board members or Employees for Certain Acts

No Board member of the Organization, for the time being, shall be liable for the acts, receipts, neglects or defaults of any other director or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Organization, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Organization shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the respective office or in relation thereto unless the same shall happen by or through the person's own willful act or default.

6.5 Insurance

The Organization may purchase and maintain such insurance for the benefit of its directors as the Board may from time to time determine.

ARTICLE VII



Members

7.1 Membership

There shall be three (3) classes of members of the Organization, namely:

a) Regular Members; b) Associate Members; c) Student Members

In all cases, members may identify as 2SLGBTQ+ or as an Ally.

7.2 Qualification for Membership

a) Regular Members

To be eligible to become a Regular Member, a person must be either:

i) a currently employed law enforcement officer, correctional officer or criminal justice professional; or

ii) a civilian member of a law enforcement, corrections or criminal justice agency occupying a permanent position; or

iii) a retired or former law enforcement officer, correctional officer or criminal justice professional; or

iv) a retired or former civilian member of a law enforcement, corrections or criminal justice agency who, while employed, occupied a permanent position; or

v) an Auxiliary Police Constable for the duration they remain in good standing with their respective police service.

b) Associate Members

To be eligible to become an Associate Member:



- i) a person must have such training, experience or other professional attainments in the law enforcement, Corrections or criminal justice or related fields as may be determined by the Board from time to time; or
- ii) a person employed as a law enforcement, Corrections or criminal justice educator; or
- iii) any member of an accredited emergency service, other than police or corrections.

c) Student Members

To be eligible to become a Student Member:

- i) a person currently enrolled in a full-time police foundations or other police training program, Corrections Officer training or other approved criminal justice studies at a recognized university, college or learning institution.

7.3 Conditions to Membership

Membership in the Organization shall be limited to persons interested in furthering the object of the Organization. Eligible persons who desire to become Regular, Associate or Student Member, must apply to the Board in the form prescribed by the Board from time to time. The Board shall, in its sole discretion, either accept or reject any application for membership. If the application is accepted by the Board, such applicant shall be admitted as an Regular, Associate or Student Member upon payment by the applicant, of the membership dues established by the Board from time to time.

7.4 Membership Rights

a) Regular Members

Each Regular Member shall, provided the member is a Member in Good Standing, be entitled to:

- i) receive notice of and to attend meetings of Members;
- ii) vote at meetings of Members;



iii) receive a copy of the official publication of the Organization; and

iv) seek to hold office.

b) Associate Members

Each Associate Member shall, provided the person is a Member in Good Standing, be entitled to:

i) receive notice of and attend meetings of Members; and

ii) receive a copy of the official publication of the Organization.

An Associate Member shall not however, be entitled to vote at meetings of Members nor hold office.

c) Student Members

Each Student Member shall, provided the person is a Member in Good Standing, be entitled to:

i) receive notice of and attend meetings of Members; and

ii) receive a copy of the official publication of the Organization.

iii) seek to hold office as a Youth Director should they be eligible.

A Student Member shall not however, be entitled to vote at meetings of Members.

7.5 Dues

Each Member shall be obligated to pay to the Organization annual dues in an amount which shall be established by the Organization from time to time. The Organization may establish different dues for Regular, Associate or Student Members. The Organization may establish a group rate.



7.6 Ceasing to Be a Member

A Member who fails to pay the Organization any amount owing to the Organization within thirty days of being notified in writing by the Co-chairs or Secretary of the amount owing, shall automatically cease to be a Member of the Organization, but any Member may, on payment of all unpaid amounts, be reinstated by motion of the Board.

7.7 Resignation of Members

Members may cease membership by resignation in writing which shall be effective upon receipt thereof by the Board. Upon resignation, the Member shall cease to be a Member of the Organization and accordingly, shall cease to have any rights in respect thereof. Any membership fees paid shall not be refunded.

Any member may be required to resign by a two-thirds (2/3) vote of the Board of directors. Any such member shall be given notice of such meeting and granted an opportunity to be heard at such meeting.

ARTICLE VIII Meetings of Members

8.1 Annual General Meeting

The annual general meeting of the Members shall be at such place within Ontario and on such date in each year as the Board may determine once per year.

At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented, and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

8.2 General Meeting

The Board of directors or the Co-chairs shall have power to call, at any time, a general meeting of the members of the Organization.



General meetings of the Organization shall be at such place within Ontario and on such date in each year as the Board may determine. The purpose of general meetings is to:

- a) Entertain special resolutions
- b) Encourage membership
- c) Discuss affairs of the Organization
- d) Any other purpose deemed reasonable by the Board

8.3 Board Meetings

The Board shall sit at a minimum of 4 times within a Calendar year to discuss business of the Organization.

A majority of Board members in office, from time to time, but no less than one-third of the Board members there in office, shall constitute a quorum for meetings of the Board of directors. Any meeting of the Board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Organization.

8.4 Notice

Thirty (30) days' written notice sent by regular mail, e-mail or website publication shall be given to voting members of any annual or general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Organization shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

For purpose of sending notice to any member or Board member for any meeting or otherwise, the address of the member, Board member or officer shall be his or her last permanent address or e-mail address recorded on the books of the Organization.

8.5 Attendance



If all the members of the Organization consent thereto generally or in respect of a particular meeting, a member may participate in a meeting of the members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting. The members shall take such means as they deem appropriate to ensure that the communications facilities employed at the meeting protect the privacy of matters discussed thereat, and that the persons utilizing such communication facilities are the members of the Organization. The chair of the meeting and the Organization shall be entitled to rely on the identity of the persons utilizing such communications facilities and so identified as members of the Organization in the absence of evidence to the contrary. The chair shall tabulate votes based on oral or other appropriate electronic responses of individual members.

8.6 Chairperson

The chairperson of any meeting of Members shall be the one of the Co-chairs. If neither of the Co-chairs is present, the Members present shall choose a person present to be the chairperson.

8.7 Votes to Govern

At any meeting of Members, every motion shall, unless otherwise required by the Articles or Bylaws, be determined by the majority of the votes cast on the motion. In the case of an equality of votes either upon a show of hands or upon a ballot, the chairperson of the meeting shall be entitled to a second or casting vote.

8.8 Show of Hands

Any motion at a meeting of Members shall be decided by a show of hands unless a ballot is demanded as hereinafter provided. For individuals attending by telephone or other communication device, the chair of the meeting shall tabulate votes based on appropriate oral or electronic responses of members. Upon a show of hands, every Member who is present and entitled to vote shall have one vote. Whenever a vote by a show of hands shall have been taken upon a motion, unless a ballot thereon is so demanded, a declaration by the chairperson of the meeting that the vote upon the motion has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or the proportion of the votes recorded in favor of or against the resolution or the proceeding in



respect of the motion, and the result of the vote so taken shall be the decision of the Members upon the motion.

8.9 Ballots

On any motion proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require a ballot. A ballot so required shall be taken in such manner as the chairperson shall direct. A requirement for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each Member entitled to vote at the meeting shall be entitled to one vote and the result of the ballot so taken shall be the decision of the Members upon the motion.

8.10 Voting by Proxy

Under no circumstances shall voting by proxy be permitted at any meetings of the Members, unless it is for a special resolution or for election of Board Members at the Annual General Meeting.

8.11 Resolution in Writing

A resolution in writing via e-mail signed by all the Members entitled to vote thereon at meeting of Members is as valid as if it had been passed at a meeting of the Members.

Article IX Miscellaneous

9.1 Use of Proceeds

The income and property of the Organization whosoever derived, shall be applied solely towards the promotion of the objects of the Organization, as set forth in its Articles, and no portion thereof shall be paid or transferred or be available directly or indirectly by way of dividend, bonus or otherwise howsoever for the benefit of any Member or Members of the Organization. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any servant of the Organization, in return for any services actually rendered to the Organization, but no director of the Organization shall be appointed to any



salaried office of the Organization or any office of the Organization paid by fees and that no remuneration or other benefit of money or moneys shall be given by the Organization to any of its Members.

Unless otherwise ordered by the Board of directors, the fiscal year end of the Organization shall be December 31.

9.2 Amendment of Bylaws

The Board, by resolution, may make, amend, or repeal any Bylaws in accordance with the requirements of applicable legislation, provided that the enactment, repeal, or amendments of such Bylaws shall not be enforced or acted upon until sanctioned by an affirmative vote of not less than 2/3 of the votes cast by the Members who were entitled to vote thereon at a meeting duly called for the purpose of considering the said Bylaws. The repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

9.3 Invalidity of Any Provision of This Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

9.4 Rules of Order

All questions not herein provided for, shall be decided upon the principles laid down in [Robert's Rules of Order](#) and when the ruling of the Co-chairs is so based on the Rule of Order it cannot be appealed against to unseat a member.

The Board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Organization as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Organization when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.



In these by-laws and in all other by-laws of the Organization hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Organizations.

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Organization for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of directors.

The Board shall see that all necessary books and records of the Organization required by the by-laws of the Organization or by any applicable statute or law are regularly and properly kept.

Article X Dissolution

10.1 Dissolution of the Organization

The Organization shall be dissolved voluntarily whenever a Special Resolution requiring the Organization to be so dissolved is passed by each class of Members whether or not they are otherwise entitled to vote.

10.2 Distribution on Dissolution

Upon the dissolution of the Organization, the remaining property of the Organization (after payment of all debts and liabilities) shall be distributed to a non-profit and/or charitable organization or organization whose objects are similar to those of the Organization, or failing the existence of any such organization or organizations, to such non-profit and/or charitable organization or organizations as may be designated by the directors of the Organization.

Confirmation and signatures next page.



MADE by the Board the 17th day of January, 2021

CONFIRMED by the Members the 1st day of February, 2021

Co-Chair
Print name: JOANNA STYRCZULA
Date: February 1, 2021

Co-Chair
Print name: JEAN TURNER
Date: February 1, 2021

Secretary
Print name: DENA PEDEN
Date: February 1, 2021