



Pride Toronto
1-Mar-12 General Meeting

PROPOSED CHANGES TO THE PRIDE TORONTO BY-LAWS
(MEMBERSHIP PROGRAM)

By-Law Change #1

4. The term of annual membership starts at the beginning of one AGM and ends at the beginning of the next AGM. Individuals shall be eligible for annual membership in the Corporation if they meet the following criteria:
- a) Acknowledge in writing support for the objects and activities, including the Mission, Vision and Values of the Corporation;
 - b) At least sixteen (16) years of age;
 - c) Be approved for membership by resolution of the Board; and
 - d) Meet at least one of the following criteria:
 - ~~i) Attend at least three (3) committee meetings;~~
 - ~~ii) Attend at least three (3) General Meetings;~~
 - iii) Volunteer for at least 8 hours;
 - iv) Pay a membership fee, to be determined by the board; or
 - ~~v) Be an employee of Pride Toronto; or~~
 - vi) Be nominated for membership by the Board.
5. ~~There shall be no membership fees or dues.~~ In the event that a person is eligible for new membership pursuant to either section 4(d)(i) or (ii), and the Board has approved by resolution the individual for membership, the membership period shall only commence sixty (60) days following the completion of the required volunteer time or the payment of the membership fee, as applicable.

What Does This Mean?

There are a number of changes wrapped up here.

- 1) An age restriction of 16 is being added to become a member. This is to bring the by-laws in line with Pride's volunteering policy. Currently, over 90% of members qualify through volunteer hours.
- 2) 'Attending General Meetings' is being removed as a qualifier for being a member. This is being removed for two reasons:
 - a. Over the last number of years Pride has not consistently held three General Meetings which means that individuals may need to be track over multiple fiscal years to qualify. Since terms for membership are for one year (AGM to AGM) this make the tracking and execution of inconsistent. In recent years the Board has attempted to interpret this By-Law in a number of ways but removing it would be the cleanest answer.
 - b. To simplify the membership program and avoid confusion as to when members have or have not qualified.
- 3) Employees no longer qualify for automatic membership. Please note that this does not prohibit staff from becoming a member but merely removes the automatic qualifier for them. Currently Pride Toronto has five permanent staff positions.
- 4) Moving forward Pride Toronto will allow for individuals to purchase Membership. After researching Membership programs at other Prides, as well as other local community organizations, the Board felt that an option of paid membership was appropriate for Pride.

Along with the other above changes this will streamline Pride's Membership Program to two main avenues for membership – volunteer or pay the membership fee. The accompanying Membership Policy will direct how fees are determined.

- a. The Initial Membership Fee will be determined through community consultation that will be led by the Community Relations Committee (Susan Gapka, Chair).
 - b. The initial recommendation for a Membership Fee will be brought to the Board for approval at the April Board Meeting
 - c. Membership fees will be reviewed annually by the Community Relations Committee and they will bring forward a recommendation to the board for approval.
- 5) A 60-day waiting period will now be implemented for any individuals who either pays or the membership fee or volunteers. This is consistent with almost every other organization that has a membership fee.

Why Is The Board Recommending This Change?

Growing out of the 2010 AGM the Pride Board established a Membership Committee to review the program as there were a significant number of individuals who felt that they had met the membership criteria but were not on the membership list. One of the goals of reviewing the Membership Program was to streamline it and create an easier to understand program to avoid these issues moving forward. After researching numerous Pride Organizations around the World (Vancouver, San Francisco, New York, etc..) as well as other local Toronto community organizations (519, ACT, etc..) the Pride Board felt that these changes would allow the organization to be more responsive to the community that it serves and make it stronger.

By-Law Change #2

~~8. A member may vote at an annual general meeting by proxy in writing or by email delivered to the secretary no later than forty eight hours prior to the meeting.~~

8. Every member entitled to vote at a meeting of the members may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be members, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
- a) Proxies must be received by the Secretary no later than forty-eight (48) hours prior to meeting;
 - b) An individual may only hold one member's proxy.

What Does This Mean?

There is no impactful change to the by-laws. Beginning with the 27-Jan-11 GM, Pride limited individuals to holding only one proxy, as requested by the community. This change merely enshrines this policy as a by-law. The additional language is taken directly from the Ontario Not-For-Profit Corporations Act, 2010 (item 64) and acts as a clear indication that any a proxy holder need not be a member.

Why Is The Board Recommending This Change?

The Board is recommending this change to bring the by-laws in line with an established policy of the organization and to reflect the Ontario Not-For-Profit Corporations Act, 2010.

By-Law Change #3

9. Each member, or proxyholder for a member, is entitled to one vote. The Chair of the meeting is entitled to a casting vote in the event of a tie on any matter before the meeting. In the event of a tie vote, the motion shall be deemed to have been lost.

What Does This Mean?

If any motion is put to the membership at an Annual General Meeting or General Meeting the chair of the meeting will no longer be able to be the deciding vote and break the tie. Instead the motion will be considered defeated.

Why Is The Board Recommending This Change?

The Board is recommending this change so that one person no longer holds so much power for what is clearly a contentious issue. This change is also consistent with how other organizations address deadlocked issues.

By-Law Change #4

10. Membership shall cease:
 - a) upon the death of a member;
 - b) if the member resigns by written notice given to the Secretary of the Corporation containing a discharge by the member of all obligations due or accruing due to the date of acceptance of the member's resignation by the Directors and a covenant not to disclose any confidential information gained by the member by virtue of membership in the Corporation; if the member resigns by written notice given to the Secretary of the Corporation; and
 - c) if the member takes any action which, in the sole discretion of the Board of Directors, is deemed to be contrary to the objects, activities or interests of the Corporation, such member may be removed by resolution of a majority of the Board of Directors at a meeting for which notice of the intent to remove the member has been given. Notice of the meeting shall be served upon the member in accordance with these bylaws not less than seven (7) days prior to the meeting and shall set out the grounds for the proposed termination of his or her membership and advising the member of the right to make representations to the Board of Directors prior to voting on the resolution.

What Does This Mean?

There is no functional change to the by-laws.

Why Is The Board Recommending This Change?

The Board is recommending this change to clean up the by-laws and make them easier to read and understand.