



Constitution and Bylaws

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Pride PEI Inc. Constitution and Bylaws

Article 1. Territorial Acknowledgement

Section 1.01

We begin by acknowledging that we are in the homeland of the Mi'kmaq People. We recognize that the land on which we gather is the ancestral and unceded territory of the Epekwitk (Abegweit) Mi'kmaq First Nation, and we pay our respects to the Indigenous Mi'kmaq people of this territory: past, present, and future.

Article 2. Name

Section 2.01

The name of the Corporation shall be *Pride PEI Inc.*

Section 2.02

The operating name shall be *Pride PEI*

Article 3. Purpose

Section 3.01

Our **VISION** is to make Prince Edward Island a leader in celebrating and promoting the diversity of gender identity, sexual orientation, and gender expression.

Section 3.02

Our **MISSION** is to create an inclusive community through the annual PEI Pride festival & parade, ongoing social events, education, and advocacy. We will uplift and center the voices of our most marginalized members, recognizing that social equality does not equal social equity.

Section 3.03

Our core **VALUES** are:

- (a) **Equity:** We create an environment where everyone receives what they need to be successful.
 - (i) We acknowledge that the challenges faced by our community members vary in accordance to the multiplicity of identities and privileges held by each of them; by applying an intersectional lens to the way we run our organization we can better understand why the needs of our BIPOC (Black, Indigenous and People of Color), persons with disabilities, Trans (incl. non-binary), and all marginalized members should be centered.
- (b) **Transparency:** We keep our documents accessible and are accountable to the standards set.
 - (i) The foundation of any healthy relationship is trust; this is the core dynamic Pride PEI aims to foster within its relationships, especially with its membership. Pride PEI Inc will ensure that all public documents are accessible and in plain language, that the organization is fiscally responsible, and that quarterly town halls are called to hold the organization accountable.
- (c) **Engagement:** We collaborate by seeking consultations, mutually beneficial opportunities, and partnerships.
 - (i) In order for Pride PEI to be properly representative of our entire diverse community we recognize the necessity of collaboration. This means we will actively engage our membership with volunteer opportunities, and regularly consult with them to determine the focus and direction of our organization. We will reach out and involve appropriate organizations to develop mutually beneficial partnerships that will support Pride PEI's mission, vision and values.
- (d) **Diversity:** We embrace our unique, diverse and historical identities.
 - (i) We want our members to value their unique and diverse identities. We will provide a variety of social events that reflect the diverse interests of our community. Events may include dances, drag shows, game nights, family friendly events, and community potlucks. We aim to enrich the lives of our members and foster a strong sense of community.

- (e) **Advocacy:** We actively engage in actions to support, enable, defend and promote human rights.
- (i) Collectively we can be a voice for change. We want every community member to feel safe, confident and comfortable not only in our organization, but also throughout all Prince Edward Island communities. We will speak with those who can affect change, and publicly hold them accountable.

Section 3.04 Pride PEI is dedicated to the betterment of life and enhancing the experiences on PEI. Inherent in this vision is the unquestionable responsibility of the Corporation's elected officials, employees, and volunteers to build upon the traditions of Pride in all times and places, and to serve the interests of the members of Pride PEI on all occasions.

Section 3.05 To protect this philosophy, the Pride PEI Bylaws & Constitution exist.

Article 4. Definitions

Section 4.01 "Act" means the *Prince Edward Island Companies Act* R.S.P.E.I. 1988, C-14 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

Section 4.02 "Board" means the board of directors of the Corporation and "director" means a member of the board;

Section 4.03 "Bylaw" means this bylaw, and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;

Section 4.04 "Corporation" means this Corporation as named in Section 2;

Article 5. Interpretation

Section 5.01 In all bylaws, policies, and procedures, the singular form of the word shall include the plural form of the word, and vice-versa.

(For example, "policies" is the plural of "policy" - whether the word is written in plural or singular, they include each other)

Article 6. Head Office

Section 6.01 The Head Office of the Corporation may be located within the Province of Prince Edward Island as determined by the Board of Directors.

Article 7. Non-Profit Organization

Section 7.01 The Corporation will be not-for-profit and without share capital, and as well, the Corporation shall be carried on without financial gain to its members and any profits of the Corporation shall be used in promoting its Purpose, as defined in Section 3.

Article 8. Remuneration

Section 8.01 Directors shall not receive remuneration.

Section 8.02 Directors may be reimbursed for other reasonable expenses, incidental and necessary to their duties, as approved by the Board and supported by receipts.

Section 8.03 Remuneration (including reimbursement) shall be paid within 30 days.

Article 9. Membership

Section 9.01 There shall be one type of member in the Corporation.

Section 9.02 Membership in the Corporation shall be available only to individuals who are interested in and agree to furthering the Corporation's Purpose, as defined in Section 3.

- Section 9.03 There shall be no membership fee.
- Section 9.04 Membership begins when the application has been received and processed,
 (a) The process for application shall be determined by the Board.
- Section 9.05 Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
- Section 9.06 Membership expires at the Corporation's financial year end.
 (a) Memberships may be renewed before expiry in such manner as may be determined by the Board.
- Section 9.07 Membership is terminated when:
 (a) the member dies;
 (b) the member fails to maintain any qualifications for membership described in Section 9,
 (c) the member resigns, in writing, addressed to the Vice-Chair, effective upon receipt;
 (d) the member is expelled in accordance with the discipline of members section,
 (e) the member's term of membership expires; or
 (f) the Corporation is liquidated or dissolved under the Act.

Article 10. Members Meeting

- Section 10.01 The Corporation shall hold its Annual General Meeting on or before the 31st day of October in each year at such time and place as may be determined by the Board.
- Section 10.02 Special General Meetings of the Corporation may be called at any time by the:
 (a) Chair, or;
 (b) Secretary upon written request of ten (10) members of the Corporation.
 (i) The request must state the reason for the Special General Meeting and the motion intended to be submitted.
 (c) Only the matter set out in the notice for the Special General Meeting is to be considered at the Special General Meeting.
- Section 10.03 Notice of the time and place of a meeting of members shall be given by telephonic, electronic or other communication means to each member entitled to vote at the meeting, thirty (30) days before the day on which the meeting is to be held.
- Section 10.04 Members may submit agenda items up to forty-five (45) days before any members meeting.
- Section 10.05 Meetings will follow Roberts Rules of Order.
- Section 10.06 Meeting shall be chaired by the Chair of the Board, or in their absence the Vice-Chair.
- Section 10.07 In the event that the Chair and Vice-Chair are absent, the Board shall appoint a Chairperson from among the Board.
- Section 10.08 Quorum is fifteen (15) members.
 (a) If quorum is established, it will exist and endure for the duration of the meeting.
 (b) If quorum is not established, the meeting may be postponed for up to thirty (30) minutes.
 (c) If quorum is not established after being postponed for thirty (30) minutes, the meeting will be rescheduled as a Special General Meeting to a time and place as determined by the Board, at which time quorum will still be required.
- Section 10.09 Voting, including absentee voting, if available, shall be arranged by the Board.
 (a) Votes resulting in a tie will be considered to not pass.
- Section 10.10 If the Corporation chooses to make available electronic means of participating in members meetings, a member using such means is deemed to be present at the meeting.
 (a) All accommodations under this section shall be arranged by the Board.
- Section 10.11 Only members are entitled to be present at a members meeting, except for:
 (a) The public accountant for the Corporation,
 (b) The auditor, if any, for the Corporation,

- (c) Any other individuals invited by the Chair of the meeting, or
- (d) By resolution of the members.

Article 11. Board of Directors

Roles and Responsibilities

- Section 11.01 Every Director and Officer of the Corporation in exercising their powers and fulfilling their duties shall:
- (a) act honestly and in good faith with a view to the best interests of the Corporation.
 - (b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Section 11.02 The Board of Directors shall consist of nine (9) directors, four (4) of which will also be officers.
- Section 11.03 The Board shall be elected at the Annual General Meeting by members of the Corporation.
- Section 11.04 All Directors must be members of the Corporation.
- Section 11.05 The officers shall be the:
- (a) Secretary,
 - (b) Treasurer,
 - (c) Vice-Chair, and;
 - (d) Chair.
- Section 11.06 The responsibilities of the Board will include:
- (a) Directors (5)
 - (i) Being responsible for fulfilling their assigned portfolios,
 - (ii) Being an Additional Digital Administrator, and;
 - (iii) Other duties as required.
 - (b) Secretary
 - (i) Recording minutes of all meetings,
 - (ii) Maintaining up-to-date Corporations bylaws, agendas, reviewed and approved minutes and financial updates,
 - (iii) Being the custodian of the company seal and authenticating company documents as required by the Board,
 - (iv) Being a Signing Authority,
 - (v) Being an Additional Digital Administrator,
 - (vi) Being a Keyholder, and;
 - (vii) Other duties as required.
 - (c) Treasurer
 - (i) Preparing an annual budget, to be approved by Board of Directors,
 - (ii) Maintaining up to date financial records,
 - (iii) Providing a monthly financial update,
 - (iv) Being an Additional Digital Administrator,
 - (v) Being a signing authority, and;
 - (vi) Other duties as required.
 - (d) Vice-Chair
 - (i) Taking the place/responsibilities of the Chair when required,
 - (ii) Becoming the Chair for the remainder of the Chair's term, if the Chair's position becomes vacant,
 - (iii) Being an Additional Digital Administrator,
 - (iv) Being responsible for the Membership List, and;
 - (v) Other duties as required.
 - (e) Chair

- (i) Preparing the agenda, and presiding over Board meetings and member meetings,
- (ii) Being responsible for internal communications,
- (iii) Being the primary signing authority,
- (iv) Being the primary digital administrator,
- (v) Being a keyholder,
- (vi) Ensuring Directors are completing assigned tasks,
- (vii) Advising Directors on roles and responsibilities,
- (viii) Representing the Corporation as its chief spokesperson, and;
- (ix) Other duties as required.

Election of Directors

- Section 11.07 The Directors shall be elected for a term ending at the next Annual General Meeting.
- Section 11.08 Directors shall be eligible for re-election for an unlimited number of terms.
- Section 11.09 A Nomination Committee shall be created for the purpose of soliciting, receiving, and confirming nominations for the Board of Directors.
- (a) Nominations may be received up to the Annual General Meeting
 - (b) The Nominations Committee will make every effort to ensure diversity of identities and perspectives on the Board, including;
 - (i) Diversity of gender identity, sexual orientation, and gender expression,
 - (ii) Diversity of race and ethnic origin, and;
 - (iii) Geographic diversity.
- Section 11.10 Nominations may be received by the Chair from the floor at the Annual General Meeting.
- Section 11.11 Directors will be elected in the following order: Chair, Vice Chair, Treasurer, Secretary, Directors. Any unsuccessful nominees for any positions may allow their names to stand for election for any of the next positions being elected.
- Section 11.12 The Board may appoint a member to fill any vacancy that arises on the Board, until the next Annual General Meeting.

Removal of Directors

- Section 11.13 Any Director shall cease to be a Board Director upon:
- (a) Their death,
 - (b) Removal, according to this section, or;
 - (c) The Secretary receiving their resignation in writing.
- Section 11.14 Any Director may be removed if they:
- (a) miss three (3) consecutive Board meetings,
 - (b) miss five (5) Board meetings in the current term,
 - (c) are not upholding the Purpose, as described in Section 3 of the Corporation,
 - (d) are not fulfilling the responsibilities of their roles, or;
 - (e) are violating bylaws or policies.
- Section 11.15 In order to remove a Director:
- (a) A request for consideration of removal must be signed by a majority of the remaining Directors, or fifteen (15) members, and sent to the Chair (or in the case that the Chair is the subject of the removal notice, the Vice-Chair),
 - (b) The Chair will provide written notice to such Director,
 - (c) The Director may, at the discretion of the Board, be immediately suspended, pending committee review,
 - (d) The process for Discipline of Members will be followed, and a committee created to determine the extent of the consequences, and;

(e) The process for Discipline of Members will be followed if an appeal is requested.

Powers

- Section 11.16 The Board shall have full power to conduct all business on behalf of the Corporation.
- Section 11.17 The Board may make policies, procedures and rules for managing the affairs of the Corporation including any relating to the Discipline of Members, and to the management of disputes.
- Section 11.18 The Board shall have the authority to deal with discipline and the management of all disputes accordingly.
- Section 11.19 The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee.
- (a) The Board shall outline the Terms of Reference for these committees and determine the time period for their operation.
- Section 11.20 The Board may appoint or employ such persons as it deems necessary to carry out work of the Corporation.
- Section 11.21 The Board shall have the authority to interpret any word, term, or phrase in these bylaws which is ambiguous, contradictory, or unclear.

Board Meetings

- Section 11.22 Meetings of the Board may be called by the Chair of the Board, or any two (2) Directors at any time.
- Section 11.23 The time and place, and the notice of all Board meetings shall be determined by the Chair.
- Section 11.24 There shall be at least one (1) Board meeting per month.
- Section 11.25 Any Director who wishes to add to the agenda must bring the item and any relevant information to the attention of the Chair in advance of the meeting.
- Section 11.26 Any member who wishes to add to the agenda must bring the item and any relevant information to a Director, who will then notify the Chair. Such items may be added to the agenda at the discretion of the Chair.
- Section 11.27 A quorum shall be fifty percent plus one (50% + 1) of the Directors.
- Section 11.28 Board meetings shall be open to all members of Pride PEI.
- Section 11.29 Speaking rights at meetings are at the discretion of the Chair.
- Section 11.30 At any time the Board may, by majority vote, move to an "In Camera" session. At that time, all non-Board members shall vacate the meeting room except for those approved by the Board.
- Section 11.31 At all meetings of the Board, every motion shall be decided by a majority of the votes cast. In the case of a tie, the motion fails.

Article 12. Committees

- Section 12.01 All committees must be chaired by a Director.

Article 13. Discipline of Members

- Section 13.01 The Board may suspend or terminate membership of any member for one or more of the following reasons:
- (a) violating any policy or bylaw,
- (b) failing to uphold the Purpose, as defined in Section 3, of the Corporation.
- Section 13.02 To initiate discipline, the Chair will:
- (a) provide twenty (20) days written notice of proposed suspension or termination to the member, and;
- (b) provide, in writing, reasons for the proposed suspension or termination.
- Section 13.03 The member may provide written or in-person statements in regards to the discipline which must be received within the twenty (20) days notice.

- Section 13.04 If no statements are received, the member shall be suspended or terminated.
- Section 13.05 If statements are received:
- (a) the Board will consider such statements in arriving at a decision,
 - (b) the Board will notify the member of the decision within a further twenty (20) days from the date of the receipt of the statements.
- Section 13.06 If the member wishes to appeal the decision of the Board:
- (a) the request for appeal must be received by the Board, in writing,
 - (b) an ad-hoc appeals committee will be created within twenty (20) days of receiving the appeal,
 - (c) the ad-hoc committee will consist of five (5) members who;
 - (i) are not Directors of the Corporation,
 - (ii) are members of the Corporation, and;
 - (iii) must not have a conflict of interest.
 - (d) the committee will review all statements and make a decision.
 - (e) the committee will notify the Board and the member of their decision.
 - (f) The committee decision is final.

Article 14. Amendments

- Section 14.01 Amendments, additions or alterations to the Bylaws and Constitution may occur at the Annual General Meeting, or any Special General Meeting called for that purpose, provided that:
- (a) notice of the proposed bylaw change was included with the written notice of the meeting, and;
 - (b) requests from a member must be brought to the Board sixty (60) days prior to the meeting.
- Section 14.02 All proposals for changes will be reviewed, by a process to be determined by the Board, to ensure proper language, and that other concerns are resolved.
- Section 14.03 A vote of at least two-thirds ($\frac{2}{3}$) of the members present and able to vote is required for amendments to pass.

Article 15. Invalidity of Provisions

- Section 15.01 The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions.

Article 16. Omissions and Errors

- Section 16.01 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article 17. Indemnification

- What does this article mean? This section says that if any Director acting in accordance with these Bylaws is taken to court, that the Corporation will be responsible for such costs and liabilities. Even simpler, if for some reason a Director is taken to court because of actions directly relating to something they are doing, or have done as a representative of Pride PEI, the Corporation will be responsible for their legal costs - and in supporting them through the process. This only applies if the Director was acting in good faith, and in the best interests of the Corporation.*
- Section 17.01 The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and

liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

Section 17.02 The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 17.03 No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 17.04 This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article 18. Conflict of Interest

Section 18.01 Whenever a Director has a financial or personal interest in any matter coming before the Board, the affected person shall:

- (a) fully disclose the nature of the interest, and;
- (b) withdraw from discussion, lobbying, and voting on the matter.

Section 18.02 Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of Directors that are not in conflict determine that it is in the best interest of the Corporation to do so.

Section 18.03 The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 19. Seal of the Corporation

Section 19.01 The seal of the Corporation shall be in the form approved from time to time by the Board, and if approved an impression shall be stamped in the margin of this document.

Section 19.02 If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

Article 20. Execution of Documents

Section 20.01 Deeds, transfers, assignments, contracts, obligations, cheques, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers.

Section 20.02 In addition, the board may from time to time specify who and how a particular document, or type of document shall be executed.

Section 20.03 Any person authorized to sign any document may affix the corporate seal (if any) to the document.

- Section 20.04 Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.
- Article 21. Financial Year End**
- Section 21.01 Until otherwise ordered by the Board, the financial year of the Corporation shall end on the 31st day of August in each year.
- Article 22. Auditors**
- Section 22.01 The Board may appoint an auditor to audit the accounts of the Corporation, or may appoint a qualified accountant in place of an auditor. The remuneration of the auditor shall be fixed from time to time by the Board.
- Article 23. Banking Arrangements**
- Section 23.01 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.
- Article 24. Borrowing Powers**
- Section 24.01 The Directors of the Corporation may, without authorization of the members:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - (c) give a guarantee on behalf, and;
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- Article 25. Annual Financial Statements**
- Section 25.01 As Pride PEI is a membership-oriented organization, its financial affairs shall be made public and shall be conducted by the Treasurer and Chair in a fashion most beneficial to its membership, as determined by the Board.
- Section 25.02 The Corporation will provide the annual financial statements to the members, and the auditors report (if any) by the Annual General Meeting.
- Article 26. Dissolution**
- Section 26.01 The Corporation may be wound up if a resolution to wind up is approved by the Board at a meeting called to consider such business and no other.
- Section 26.02 In the event of dissolution, or the winding up, of Pride PEI all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized non-profit organizations in Canada that are supporting or in other ways promoting the Purpose, as defined in Section 3 of the Corporation, as decided by the Board.