Bylaw Amendment Proposals

The following proposed bylaw amendments have been brought forward to Kingston Pride Inc. for consideration and approval by the membership.

Contents

Mission statement .................................................................................................................. 1
Goals statements ..................................................................................................................... 2
Board reset clause ................................................................................................................ 2
Nominations Committee ......................................................................................................... 3
KTown Youth Pride ................................................................................................................ 4
Non-gender specific language ............................................................................................... 4
    Matrix of language changes throughout the bylaws ............................................................ 5
Removal of the term “grand-fathered” .................................................................................. 12
Confidentiality Agreement ..................................................................................................... 13
Conflict of interest/nepotism ................................................................................................. 14
Director removal .................................................................................................................... 14
Abbreviation change to 2SLGBTQIA+ ............................................................................... 14

Mission statement

Brought forward by the Board of Directors of Kingston Pride Inc. for consideration and adoption by the membership. Approved by the Board of Directors, September 14, 2020.

Whereas

Therefore, be it resolved the Mission statement of Kingston Pride Inc. be amended to read:

“1.1 The mission of Kingston Pride Inc. is to celebrate gender and sexual diversity, to support our diverse community, and to raise awareness of LGBTQ+ issues in Kingston and the surrounding region throughout the year culminating in an annual Pride Festival.”
Goals statements
Brought forward by the Board of Directors of Kingston Pride Inc. for consideration and adoption by the membership. Approved by the Board of Directors, September 14, 2020.

Whereas

Therefore, be it resolved the Goals statements of Kingston Pride Inc. be amended to read:

“1.2 Goals

The establishment and maintenance of the Kingston Pride Inc. is for the purposes of:

A) Promote and foster a greater understanding and acknowledgement of the positive contributions of people with the diversity of sexual orientations and/or gender identities, and encourage people in Kingston and the surrounding region to celebrate with pride;

B) Organize and facilitate community events, including an annual festival, which celebrate diversity, engage with community members, and raise awareness of ongoing issues;

C) Understand and promote LGBTQ+ community’s contribution to Kingston and the surrounding area; with respect to such areas as volunteerism, tourism, and economic, social and cultural impacts.;

D) Include community members in a clear consultation process and knowledge mobilization process with the Board as it relates to issues of the community.

E) and any other such complementary purposes not inconsistent with these goals.” and to be presented to the Annual General Meeting for approval.

Board reset clause
Moved by: Shoshauna Gauvin, member

Second by:

Whereas as Pride is an ever-evolving community movement, there may at times be a requirement to reset the board. This may occur for many different reasons such as:

1. If the mission statement or goals of Kingston Pride is changed. This will verify that the new board agrees with the new mission and/or goals.
2. A surge in interest for board positions by community members.
3. If the community has lost faith in the direction, execution, or ideology of the current board.

As such, there must be clear guidelines in place for resetting of the board, this bylaw seeks to clarify how this can naturally occur.

**Therefore, be it resolved** adding a board reset clause 4.17 to read:

"4.17 Reset the Board of Directors

Where at the Annual Meeting a majority of members vote to reset the board of directors or at the meeting where this bylaw amendment is adopted the following shall occur:

All current board directors will be solicited by the current Chair of the Board, they shall be asked if they wish to seek re-election. All board directors seeking re-election will be added to the nomination list. A complete list of all individuals seeking board positions shall be given to the general membership where each member may vote for up to ten (10) individuals. The Chair of the Board shall tally up the votes for the available positions with the following guidelines.

a) five (5) board seats will be re-assigned to current sitting board members with the highest votes; and

b) the remaining five (5) seats will be given to any other nomination, including former board members with the highest remaining votes.

Tenure for board directors shall be:

a) overall, the five (5) nominations with the most overall votes shall be elected with a tenure of two (2) years; and

b) the remaining five (5) members shall be elected with a tenure of one (1) year."

**Nominations Committee**

Brought forward by the Board of Directors of Kingston Pride Inc. for consideration and adoption by the membership. Approved by the Board of Directors, September 21, 2020.

**Therefore, be it resolved** the adoption of a new standing committee article within the Kingston Pride Inc's bylaws to read:

"4.17 Nominations Committee"
The Board will maintain a standing committee as described in paragraph 4.16 and shall prescribe their duties selecting and coaching suitable candidates to be directors of the corporation whenever vacancies exist as described in paragraph 4.7. Notwithstanding paragraph 4.16, directors coming within 90 days of the end of their term as described in paragraph 4.3 or in paragraph 4.7 shall be deemed ineligible to sit on the standing committee.

**KTown Youth Pride**
Brought forward by the Board of Directors of Kingston Pride Inc. for consideration and adoption by the membership. Approved by the Board of Directors, September 21, 2020.

**Therefore, be it resolved** the adoption of a new standing committee article within the Kingston Pride Inc’s bylaws to read:

“4.18 KTown Youth Pride

The Board will maintain a standing committee as described in paragraph 4.16 and shall prescribe their duties as engaging youth and sharing a youth centered voice on related topics and issues.”

**Non-gender specific language**
Brought forward by the Board of Directors of Kingston Pride Inc. for consideration and adoption by the membership. Approved by the Board of Directors.

**Therefore, be it resolved** to amend all Kingston Pride Inc. bylaws to non-gender specific language.
## Matrix of language changes throughout the bylaws

<table>
<thead>
<tr>
<th>Bylaw Number</th>
<th>Current Bylaw as Stated</th>
<th>Suggested Bylaw Amendment</th>
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<tbody>
<tr>
<td></td>
<td>(Gender specific language is highlighted for emphasis)</td>
<td>(Non-gender specific language amendment is highlighted for emphasis)</td>
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<tr>
<td>2.2</td>
<td>“Words importing the singular number or the masculine gender shall include the plural number or all genders, as the case may be, and vice versa, and references to persons shall include firms and corporations.”</td>
<td>“Words importing the singular number or a specific gender shall include the plural number or all genders, as the case may be, and vice versa, and references to persons shall include firms and corporations. Kingston Pride Bylaws and official policies shall use non gendered language.”</td>
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<td>4.2</td>
<td>&quot;No person shall be qualified as a director unless he or she shall be eighteen or more years of age and shall at the time of election, and throughout the term of office be a member of the Corporation.”</td>
<td>“No individual shall be qualified as a director unless that individual has reached the age of majority within the province of Ontario. Additionally, the individual shall be at the time of election, and throughout the term of office be a member of the Corporation.”</td>
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<td>4.6</td>
<td>“The office of a director shall be vacated upon the occurrence of any of the following events: a) if a receiving order is made against him or her or if she or he makes an assignment under the Bankruptcy Act; b) if an order is made declaring him or her to be a mentally incompetent person or incapable of managing her or his affairs; c) if she or he shall be removed from office as provided in section 4.5; or d) if by notice in writing to the Corporation he or she resigns her or his office and such resignation, if not effective immediately, becomes effective in accordance with its terms: or e) if he or she dies.”</td>
<td>“The office of a director shall be vacated upon the occurrence of any of the following events: a) if a receiving order is made against a director or if they make an assignment under the Bankruptcy Act; b) if an order is made declaring a director to be a mentally incompetent person or incapable of managing their affairs; c) if a director shall be removed from office as provided in section 4.5; or d) if by notice in writing to the Corporation a director resigns their office and such resignation, if not effective immediately, becomes effective in accordance with its terms: or e) if a director dies.”</td>
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<td>6.1</td>
<td>“No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency of deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any other loss occasioned by any error of judgement or oversight on her or his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his or her office or in relation thereto unless the same are occasioned by her or his own willful neglect.”</td>
<td>“No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency of deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any other loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of their office or in relation thereto unless the same are occasioned by their own willful neglect.”</td>
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<td>6.2</td>
<td>Bylaw 6.2 Indemnity: “Every director and officer of the Corporation and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against: a) All costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any deed, act, matter or thing whatsoever made, done or permitted by her or him in or about the execution of his or her office; and b) All other costs, charges or expenses that she or he sustains or incurs about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.”</td>
<td>“Every director and officer of the Corporation and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against: a) All costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against them for or in respect of any deed, act, matter or thing whatsoever made, done or permitted by them in or about the execution of their office; and b) All other costs, charges or expenses that they sustain or incurs about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by their willful neglect or default.”</td>
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<td>7.3</td>
<td>“The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his or her death or when she or he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.”</td>
<td>“The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the members death or when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.”</td>
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<td>7.6</td>
<td>“Upon 30 days written notice to a member of the Corporation, the board may, by resolution passed by majority of the votes cast thereon at a meeting of the board held after such notice period has expired, remove such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. In order for such resolution to be effective it must contain a statement that the members of the board voting in favour thereof have formed the opinion that such member is working contrary to the aims and objectives of the Corporation or is seeking to interfere with ability of the Corporation to function effectively. Any such member may re-apply for membership in the Corporation, but if his or her re-application occurs within 24 months of the member's removal, he or she shall not become a member until the membership re-application is approved by resolution of the board. Each such applicant shall be informed promptly by the Secretary of the outcome of her or his application.”</td>
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<td>“Upon 30 days written notice to a member of the Corporation, the board may, by resolution passed by majority of the votes cast thereon at a meeting of the board held after such notice period has expired, remove such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. In order for such resolution to be effective it must contain a statement that the members of the board voting in favour thereof have formed the opinion that such member is working contrary to the aims and objectives of the Corporation or is seeking to interfere with ability of the Corporation to function effectively. Any such member may re-apply for membership in the Corporation, but if the individual's re-application for membership occurs within 24 months of the individual’s removal, they shall not become a member until the membership re-application is approved by resolution of the board. Each such applicant shall be informed promptly by the Secretary of the outcome of their application.”</td>
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<td>9.1</td>
<td>“Any notice (which term in this article 10 includes any communication or document) to be given (which term in this article 10 includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last address or as recorded in the books of the Corporation or if mailed by prepaid ordinary mail to her or him at his or her said address by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by her or him to be reliable. A notice so served shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.”</td>
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### Bylaw Amendment Proposals

**Removal of the term “grand-fathered”**

Brought forward by the Board of Directors of Kingston Pride Inc. for consideration and adoption by the membership.

**Whereas** the historical basis of the term grand-fathered is racist, its origins come from civil rights denials whereby men were automatically registered to vote if their father or grandfather was registered to vote. Those who did not have this lineage i.e. People of Color were denied the right to vote through a requirement to pass impossible literacy tests.

**Therefore, be it resolved** to remove the term grand-father from the bylaws in Section 4.1 and Appendix II

**Current Bylaw**

4 ARTICLE FOUR: DIRECTORS 4.1 Number of directors and quorum The affairs of the Corporation shall be managed by its board of directors. The number of directors shall be a minimum of five (5) and maximum total of ten (10), all of whom shall be elected by the members as hereinafter specified. The present committee is grandfathered under this clause. Quorum for the transaction of business shall be by majority of the total number of directors and coordinators. Notwithstanding vacancies, the remaining directors may act if constituting a quorum. See Appendix II.

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<td>9.4</td>
<td>“Any member, director, officer or auditor may waive any notice required to be given to him or her under the provisions of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.”</td>
<td>“Any member, director, officer or auditor may waive any notice required to be given to them under the provisions of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.”</td>
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--- AND ---

The Board of the Kingston Pride Inc. Committee shall consist of at least five (5) to a maximum of (10) members and three (3) coordinator who are duly elected by the membership of the Pride Committee. However, the present committee is grand-father under this clause.

Bylaw if amendment is adopted

4 ARTICLE FOUR: DIRECTORS 4.1 Number of directors and quorum. The affairs of the Corporation shall be managed by its board of directors. The number of directors shall be a minimum of five (5) and maximum total of ten (10), all of whom shall be elected by the members as hereinafter specified. Quorum for the transaction of business shall be by majority of the total number of directors and coordinators. Notwithstanding vacancies, the remaining directors may act if constituting a quorum. See Appendix II.

--- AND ---

The Board of the Kingston Pride Inc. Committee shall consist of at least five (5) to a maximum of (10) members and three (3) coordinator who are duly elected by the membership of the Pride Committee.

Confidentiality Agreement

Moved by: Robert William Tucker, member

Seconded by:

Whereas good judgement and discretion are paramount to good business judgement

Therefore, be it resolved that Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations’ purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.
Conflict of interest/nepotism
Moved by: Robert William Tucker, member
Seconded:

Whereas conflict of interest and/or nepotism should not occur

Therefore, be it resolved no two members of the Board of Directors related by blood or marriage/domestic partnership or are otherwise engaged in committed relations or within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Director removal
Moved by: Robert William Tucker, member
Seconded:

Whereas Board Members have a responsibility to the board

Therefore, be it resolved that Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Abbreviation change to 2SLGBTQIA+
Brought forward by the Board of Directors of Kingston Pride Inc. for consideration and adoption by the membership.

Whereas the current corporation bylaws use the abbreviation LGBTQ+ to express the vast gender and sexual diversity of Kingston

Whereas all groups are not reflected in the abbreviation

Whereas two-spirited identities are unique and should be recognized in reconciliation with Indigenous peoples

Whereas intersex and asexual identities should be recognized
Therefore, be it resolved the official abbreviation in the Kingston Pride Incorporated bylaws to be changed to 2SLGBTQIA+. 