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# Notice of Annual General Meeting

of  
**Vancouver Pride Society (VPS)**

Saturday January 21<sup>ST</sup>, 2012  
12:00PM – 4:00PM  
Coast Plaza Hotel Comox Room  
1763 Denman Street, Vancouver, BC, V6G1P6

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Dear Members:

It is that time of year that we report on our activities and provide the membership with an update from the Board of Directors and management of the VPS regarding the status of the Society for the last fiscal year. This is achieved through the presentation of financial statements, the annual report and a member's question period. Additionally, the AGM also provides the membership with a vehicle to help propel the VPS forward through the approval of bylaw amendments and the election of the Society's Board of Directors.

The VPS is a member driven organization. While we work to represent the interests of the entire LGBTTTQ community, it is our members that our organization remains accountable to. As a member, you can endorse or reject the recommendations of the Board of Directors and management of the VPS through their vote at the AGM. To be eligible to vote at the AGM, members must be in good standing (fees paid) 30 days prior to the meeting. Members are required to check in to the AGM, where they will receive an information package including the annual report, financial statements and list of candidates standing for Executive Positions.

Please find included in this package, the agenda for the AGM, the minutes of the last AGM, the proposed Bylaw amendments and an information package for members wanting to stand for election to one of the Director-at-Large positions. A Director-at-Large can be nominated from the floor of the AGM.

If you have any questions or concerns, please contact me directly.

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Shawn Ewing, Vice-President



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Vancouver Pride Society  
**AGENDA Annual General Meeting**  
Saturday, January 21, 2012  
12:00pm

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- 1) Call to Order
- 2) Opening Remarks
  - a. Greetings
  - b. Introduction 2011 Board of Directors, Staff, and Contractors
  - c. Process of Meeting (Robert's Rules of Order)
- 3) Appointments
  - a. Recording Secretary for AGM
  - b. Chief Returning Officer (CRO) & Scrutineers
- 4) Verification of Voting Members
  - a. Quorum (5% of 2011 individual members)
  - b. Identification of individual members present
  - c. Identification of organizational members present
  - d. Confirmation of number of members registered to vote at AGM
- 5) Approval of the Agenda
- 6) Approval of the 2010 AGM Minutes – November 6, 2011
  - a. Minutes - November 6, 2011
- 7) Reports
  - a. 2011 Annual Report & Financial Statements
  - b. Nominations Report
- 8) New Business
  - a. Bylaw Amendments
  - b. Election of Officers
    - i. President – 1 position - 3 year term
    - ii. Vice-President – 1 position - 2 year term
    - iii. Secretary – 1 position - 2 year term
    - iv. Treasurer – 1 position - 2 year term
    - v. Director at Large – 6 positions - 2 year term
- 9) Appointment of Auditor
- 10) Questions
- 11) Adjournment



## **AGM COMMITTEE**

Proposed Bylaw Amendments for Consideration  
January 21, 2012

### **Proposed Amendment 1 – Article 5 Nomination Period**

**Rationale:** The Board of Directors asked the AGM Committee to review the eligibility requirements around nominations for members seeking to stand for election to the Board of Directors from the current period of 6 months membership prior to the AGM to 60 days. In addition, the AGM Committee was asked to review all timelines associated with nominations to ensure that the Bylaws are consistent throughout.

**Conclusion:** The AGM Committee concluded that the timelines necessary under the working board model are no longer at play under a governance board model. This being the case, operational timelines are managed by staff. As such, the need to have individuals in place that are both familiar and able to take on the onerous commitments required under the previous working board model are no longer necessary. Upon review of the timelines associated with nominations two Bylaws would need to be changed to ensure consistency in the nomination period.

**Recommendation:** The AGM Committee made a recommendation to the Board of Directors to present the following amendments to the Bylaws of the Vancouver Pride Society regarding the eligibility of members to stand for election to the Board of Directors and associated timelines for the consideration of the membership. The Board accepted this recommendation at the Board Meeting held on December 13, 2011.

### **BIRT the 6 month latency period for Members to be eligible to the Board be reduced to 60 days.**

#### **Current:**

48. Members who become Members are ineligible for candidacy for any position of Director or Executive Director of the VPS for the initial 6 months following their acceptance as a Member, except:

- a. Members renewing their annual membership.

68. The Directors may at any time and from time to time appoint a Member who has been a Member for not less than 6 months, as a Director to fill a vacancy.

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#### **Proposed:**

48. Members who become Members are ineligible for candidacy for any position of Director or Executive Director of the VPS for the initial sixty (60) days following their acceptance as a Member, except:

- a. Members renewing their annual membership.

68. The Directors may at any time and from time to time appoint a Member who has been a Member for not less than sixty (60) days, as a Director to fill a vacancy.



Proposed Amendment 2 - **APPENDIX D**

**Rationale:**

The Vancouver Pride Society hired a General Manager last year to manage the daily affairs of the Society. As such, the current organizational chart “Appendix D” in the Bylaws is no longer workable. In addition, the total number of Directors, including Executive Directors, was changed from 15 to 12 and as such the number of directors is no longer correct.

**Conclusion:**

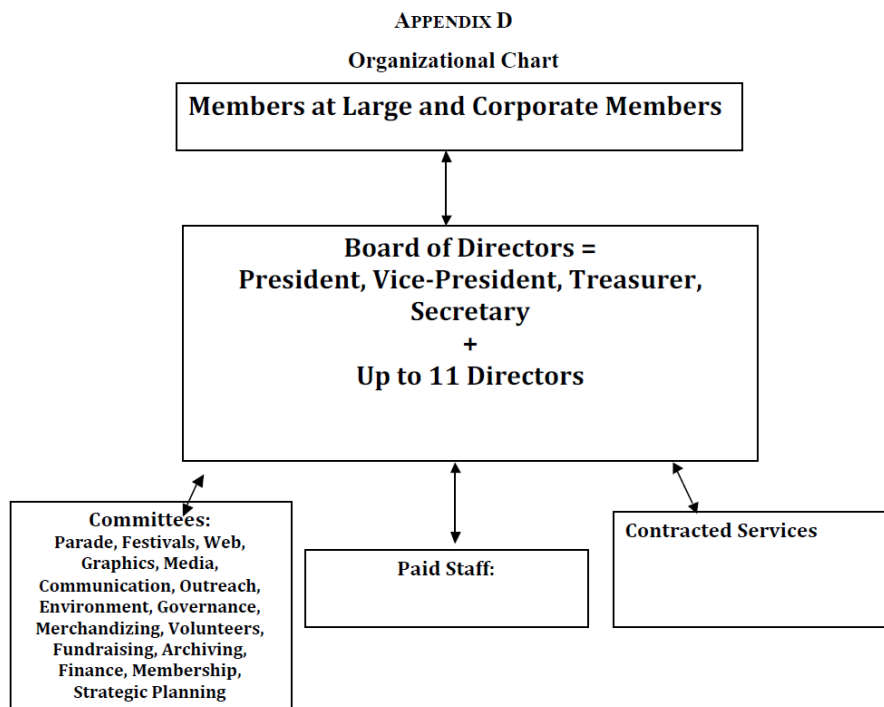
The organizational chart needs to be replaced, as the former working board model, is no longer appropriate.

**Recommendation:**

A new organizational chart be adopted that represents the workflow of the Vancouver Pride Society.

**BIRT** the Vancouver Pride Society adopt the organizational flowchart as presented.

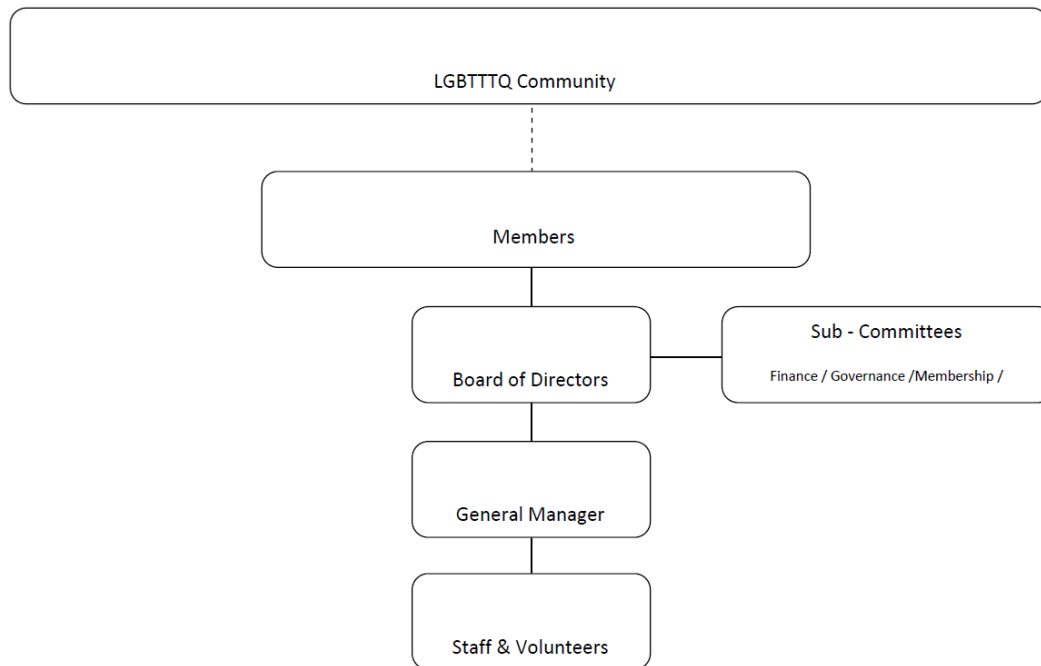
**Current:**





**Proposed:**

Appendix –D  
Organizational Chart



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Proposed Bylaw Amendments for Consideration – Chris Ellis, Member

- 1) Add a new section to Article 5: "**Only Individual Members in good standing are eligible for election or appointment to the board of directors and to nominate a member for election or appointment to the board of directors**". This will clarify that only individual members (persons) are eligible to run for a position on the board and to nominate candidates for board membership. This clarifies what has been the past practice of the VPS. Organizations and businesses may still exercise their right to vote in a secret ballot at elections, but may not have their representatives nominate someone or serve on the board. Board members should be independent as possible from outside interests and exercise their duties as directors with only the best interests of the VPS, the wider community and Pride movement in mind. They should not (and not even be perceived to) owe their position to any corporation or outside organization.
- 2) Amend s. 63 to read: "**The President may not serve two consecutive terms as President.**" The current section was amended at the AGM in 2010 at the urging of the incumbent President on the basis that experience in the position of President is important. Upon reflection and after reviewing the experience of other organizations, including other Prides, the better option is to not allow the



President to serve consecutive terms. The President's term is already three years - which is far longer than other Prides, some of whose boards appoint a chair/President for just one year (eg. Ottawa, Toronto). While experience is important, of greater value to the organization is reasonable turnover and training of leaders and vision. Six years is excessive - even three years is longer than most other organizations. This proposed amendment does not prevent the President from serving on the board in another position or as President in a non-consecutive term.

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### **Joining the Board**

The Board of Directors is the legal body which oversees the affairs of the Vancouver Pride Society. The Board includes four executive positions (President, Vice-President, Secretary and Treasurer) and eight non-executive members for a maximum Board composition of 12 persons. All candidates for Board positions must be members in good standing at least six months before the election - therefore the deadline for membership was July 21, 2011. The VPS seeks Board Members who support its mandate, objectives and activities. Candidates must read the VPS constitution, bylaws and mission statement available on our website. Although individuals with a variety of backgrounds and skills from the many facets of the community are valuable in composing our Board, there are no 'representative' positions. All directors are collectively responsible for the actions and decisions of the Board. Specific duties are also imposed on directors by statute, common law and the VPS bylaws, policies and procedures.

General duties and expectations of Board members include:

- Commitment of several hours per week to VPS affairs; more in May, June and July; much of Pride Week; and most of the day/evening on the Friday, Saturday and Sunday of Pride weekend
- Creation and ongoing evaluation of the organization's mission, vision & values
- Strategic planning and stewardship
- Recruitment of directors, members and volunteers
- Financial oversight and due diligence
- Preparation for, regular attendance at and participation in Board and committee meetings
- Attendance and participation at Annual and Special General Meetings
- Ready accessibility and responsiveness by email and telephone
- Reviewing, understanding and applying VPS bylaws, the BC Society Act and other relevant legislation
- Recognition, declaration and avoidance of conflicts of interest
- Familiarity with non-for-profit organizations and large events and how they are run
- Ability to provide direction, guidance and leadership
- Participating in policy review and creation
- Recognition and adherence to established VPS policies and procedures
- Attending non-VPS events and conferences on behalf of the VPS
- Participating in outreach to Prides in our region as well as other groups and organizations in our community
- At all times behaving in a civil manner at VPS events and meetings and when representing the VPS