



– BY-LAW NO. 1

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A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF WORTLEY PRIDE

THEREFORE BE IT ENACTED THAT By-law No. 1, passed by Wortley Pride on -----

HEAD OFFICE

Until changed in accordance with the 'Act', the Head Office of the Corporation shall be in the City of London, County of Middlesex, Province of Ontario.

1 DEFINITIONS

1.1 Definitions

The following Definitions shall apply:

- a. "Corporation" – shall mean Wortley Pride
- b. "Board" – shall mean the Board of Directors of Wortley Pride
- c. "Director" – shall mean a member of the Board of Directors of Wortley Pride
- d. The 'Act' – shall mean The Ontario Corporations Act
- e. "member" Board Member or Community Chair

2 BOARD OF DIRECTORS

2.1 Board Structure

The property and business of the Corporation shall be managed by a Board of Directors consisting of not fewer than five (5) and not more than seven (7) directors of whom a majority shall constitute a quorum.

2.2 Director Status

- a. A director must be an individual who is a current member of the Corporation in accordance with Section 2.
- b. Must read and sign the directors' code of conduct (see A.4 Accountability & Responsibility Policy: Board Director).

2.3 Directors Selection

- a. An individual who intends to stand for election to the Board of Directors may submit their intention to the Secretary, in writing, along with a resume, a cover letter outlining their skills and rationale for joining the Board
- b. The Board, shall meet by end of January of each year to elect and/or confirming the upcoming board.
- c. All Directors shall serve for a two-year term unless they are elected or appointed to complete the balance of another Director's term, in order to maintain the staggered system; unless removed from office in accordance with this by-law or the Act.
- d. In order to qualify to stand for election to the Board, an individual must have attended a minimum of 3 Board of Directors meetings.
- e. All members of the board must be at least eighteen (18) years of age.

2.4 Director Vacancy

The office of director shall be automatically declared vacant:

- a. if a director has submitted a written resignation to the secretary of the Corporation;
- b. if a director is found by a Court of Law to be of unsound mind;
- c. if, voted by the membership under 5.6 Removal of a Director item b, or
- d. upon the death of the director.

2.5 Replacement of a Vacating Director

- a. The Board may appoint a director to replace the vacating director for the remainder of their term only in the following circumstances.
 - Where a quorum of the board exists and
 - The minimum number of board directors required by 5.1 Board Structure is met.
- b. Where the above conditions are not met, the Board shall call a special meeting of the members to either reduce the number of directors of the Corporation or to elect a new director to replace the vacating director for the remainder of the vacating director's term.

2.6 Removal of a Director

- a. Provided that a Director receives proper notification of Board meetings and yet fails to attend three consecutive meetings or fails to attend one half or more of the meetings held in any twelve-month period without permission of the Board, the remaining members of the Board of Directors may pass a resolution removing the offending Director from office.
- b. violating any provision of the Articles of Incorporation, By-laws, written policies of the Corporation, or violations of the Code of Conduct A.4 Accountability & Responsibility Policy: Board Director, Officers and Community Advocate;
- c. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- d. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation;
- e. at a special or general meeting of members, a resolution that a director be removed from office is passed by special resolution of the members present at the meeting. The special members meeting will be called according to 12.7 General Membership Meetings Notifications (**Amended**) item b.

2.7 CONFLICTS OF INTEREST

Following conflict of interest rules taken from the Professional Institute of Public Sector Workers of Canada (<https://pipsc.ca/about/governance/policies/conflict>).

Where a director have conflict of interest they shall immediately, or at the earliest opportunity, disclose the interest and the nature of same to the Board and refrain from entering into the discussion and voting on the matter.

Conflict of Interest can be of business in nature including but not limited to;

- a. a pecuniary or otherwise personal interest in any matter or matters being discussed or considered by the Board,
- b. a company a board member is employed by,
- c. any business matter that the board member has a financial gain from,
- d. a service that a board member is offering for free, or
- e. a company a board member owns or has a partnership in being considered for use by Wortley Pride

2.7.1 DEFINITION OF CONFLICT OF INTEREST

A conflict of interest may be said to exist when a Board Member of the Corporation has a material interest outside of the Corporation that could influence him or her, or could be perceived to influence him or her to act in a manner that is contrary to the best interests of the Corporation.

A conflict of interest includes a conferral of an advantage as determined in the opinion of the Board:

- a. whether or not the advantage is monetary;
- b. whether the conferral has already occurred or will occur in the future;
- c. whether the advantage has been bestowed on the Board Member, a family member (with the term “family member” to include the Board Member’s spouse, children, parents, siblings, or the spouses of such children, parents of such Board Member’s spouses, who are living with and/or financially supporting or supported by the Board Member), or an associate;
- d. whether or not the advantage is to the actual or perceived detriment of the corporation; and

- e. whether or not the conferral has occurred intentionally.

2.7.2 CONFLICT OF INTEREST FOR BOARD MEMBERS

The following situations may give rise to a conflict of interest for Board Members as determined in the sole opinion of the Board:

- a. where a Board Member, a family member, or a personal friend, business partner or business associate, has a direct or indirect financial interest in another corporation with which the Board Member is doing business;
- b. where a Board Member competes with the Corporation in the rendering of services;
- c. where a Board Member serves as a director, officer or employee of an entity which results in there being conflicting duties owed to that entity and to the Institute;
- d. where a Board Member is the subject of a formal allegation of misconduct under the Dispute Resolution and Discipline Policy ("DRDP") and the Board is considering such Board Members discipline, or where a Board Member has made formal allegations of misconduct with respect to another Board Member under consideration; or
- e. where a Board either has a private or personal interest, or has engaged in or not engaged in certain acts, which negatively impacts their ability to be a Board acting in the best interests of the Institute or to properly carry out their duties and responsibilities as a director.

2.7.3 EXCEPTIONS TO CONFLICT OF INTEREST

Subject to the review and sole discretion of the Board, a conflict of interest will not generally arise in the following situations:

- a. where the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board Member, or where a pecuniary interest is in common with a broad group of which the Board Member is a member,
- b. where the issue is one of general or public information, or
- c. where the issue is one in common with the membership of the Corporation.

3 BOARD MEETINGS

- a. Meetings of the Board may be held at any time and place determined by the Board, provided that forty-eight (48) hours' written notice of such meeting shall be given either by mail, e-mail or telephone to each director.
- b. A meeting of the Board shall also be held, without notice, immediately following the annual general meeting of the members for the purpose of appointing officers and members of any committees for the ensuing year.
- c. The Board shall meet at least once each month.
- d. Where the Board establish a regular meeting schedule, no additional notice of regular meetings shall be required.
- e. No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat.
- f. If the Board unanimously consents thereto, with respect to a particular meeting, a director may participate in the said meeting of the Board, or of a committee of the Board, by means of a telephone

or conference call or other communication facility that would permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

3.1 MOTIONS AND VOTING

Motions made at meetings of the Corporation and of the Board shall require movers and seconders. Motions arising at meetings of the Board shall be decided by majority vote. In the case of an equality of votes, the motion shall be declared lost.

3.2 RESTRICTIONS AGAINST REMUNERATION AND PROFIT

- a. The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as director.
- b. A director may be reimbursed for reasonable expenses incurred by them in the performance of their duties associated with the role as a director or officer.
- c. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving compensation thereof for activities not associated with their role of director or officer of the corporation. In all cases, the board of director shall approve the activities offered and remuneration by a vote. The subject director shall declare a conflict of interest and not take part in discussions and voting for the activity.

3.3 APPOINTMENTS BY THE BOARD

The Board may appoint such agents and 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

3.4 REMUNERATIONS

Reasonable remuneration may be established by resolution of the Board for the payment of its officers, agents and employees. Such resolution shall have full force and effect unless otherwise overturned at a meeting of the general members.

4 INDEMNITIES TO DIRECTORS AND OTHERS

4.1 INDEMNITIES

Every director or officer of the Corporation or other person who, with the approval of the Corporation, has undertaken or is about to undertake any liability on behalf of the Corporation, and such person's heirs, executors, administrators, and personal representatives, respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation, from and against:

- a. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- b. all other costs, charges and expenses, which they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

5 EXECUTIVE COMMITTEE

5.1 COMMITTEE APPOINTMENTS

The Board may appoint an executive committee consisting of the President, Vice-President, Secretary and Treasurer, except that the Secretary need not be a member of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to be reimbursed for reasonable expenses incurred in the exercise of their duties.

6 POWERS OF DIRECTORS

6.1 ENTERING INTO AGREEMENTS

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

6.2 AUTHORIZING EXPENDITURES

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution, to an officer or officers of the Corporation 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 Corporation in accordance with such terms as the Board may prescribe.

6.3 REVENUE GENERATION

The Board shall take such steps as it may deem requisite to enable the Corporation 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 Corporation.

7 OFFICERS

7.1 BOARD APPOINTMENTS

The Board of Directors shall, at its first meeting following the annual meeting of members, appoint a President, a Treasurer, a Secretary (who need not be a member of the Board), and the Chairperson (who shall not be a member of the Board but must be a member of the Corporation). At the discretion of the board a Vice-President may also be appointed.

7.2 OFFICER TENURE

The officers shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed. Officers shall be subject to removal by resolution of the Board at any time.

8 DUTIES OF BOARD

8.1 DUTIES OF THE PRESIDENT

- a. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board.
- b. The President shall be the spokesperson for the Corporation at conferences, events, including media events, and for all public relations purposes, unless for a specific event or purpose the President or the Board appoints another individual to act in the President's stead.
- c. The President shall be responsible for the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried out.

8.2 DUTIES OF THE SECRETARY

- a. The Secretary shall attend all meetings of the Corporation and of the Board and record all actions taken, prepare all agendas and minutes of all proceedings.
- b. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board.

8.3 DUTIES OF THE TREASURER

- a. The Treasurer shall be the custodian of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of such securities, with such registered dealer in securities as may be designated by the Board from time to time.
- b. The Treasurer shall produce official receipts for donations and other proceeds received.
- c. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, and whenever else they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.
- d. The Treasurer shall prepare the annual budget for the Corporation and present it to the Board for discussion and approval.
- e. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

8.4 DUTIES OF THE VICE-PRESIDENT

The Vice-President, if appointed, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as may be imposed by the Board from time to time.

8.5 TITLES AND DUTIES OF COMMUNITY CHAIRS

The duties of the Community Chairs of the Corporation shall be as set out in the terms of their engagement.

- a. Advocacy and Outreach: Serve as a liaison between the corporations and the community, fostering relationships with other organizations and stakeholders.

- b. Community Engagement: Develop and implement strategies to actively engage participations in activities and initiatives.
- c. Needs Assessment: Identify and assess community needs and trends to ensure programs and initiatives are impactful. May involve conducting surveys, focus groups or public meeting.
- d. Fundraising and Resource Development: Assist in identifying funding opportunities and building relationships with potential donors and sponsors within the community. Researching and applying for possible grant opportunities.
- e. Social Media: Develop and implement a strategy aligned with corporation goals and objectives. Create a content calendar to schedule posts, campaigns and engagement activities. Engage the community through interactive content polls and discussions.
- f. Volunteer Coordination: Support volunteer recruitment, communications and retention efforts, ensuring volunteers are effectively engaged and recognized for their contributions

8.6 Vulnerable Sector Check

- a. Each board member shall provide a copy of their police Vulnerable Sector check on or before May 31st of each given year.

9 EXECUTIONS OF DOCUMENTS

9.1 CONTRACTS, DOCUMENTS OR ANY INSTRUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the President and the Secretary, or any two other officers of the Corporation as the Board may, by resolution, direct.

- a. The Board may give the Corporation'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 Corporation. The seal of the Corporation may be affixed to contracts, documents and instruments in writing signed as aforesaid by the President and the Secretary or other officer as may be directed by resolution of the Board.
- b. The Secretary, or any other officer appointed by the Board from time to time by resolution, shall be authorized to prepare certified copies of any documents issued by the Corporation.

9.2 RECORD KEEPING REQUIREMENTS

As required in the Act.

"A not-for-profit corporation is required, among other things, to meet certain record keeping obligation such as:

- a. Proper books of accounts and accounting records (section 302 of the Act)
- b. Minutes of meetings of members and directors (section 299 of the Act)
- c. Maintain copies of the Letters Patent, Supplementary Letters Patent, Bylaws and Special Resolution (section 300 of the Act).
- d. A register of its members and directors (section 300 of the Act)
- e. A registry of a corporation's ownership interest in land that complies with section 300.1 of the Act.

10 ANNUAL GENERAL MEETING

Hold an annual general meeting to provide a platform for community partners, sponsors and community the opportunity to ask questions and provide feedback.

10.1 ANNUAL GENERAL MEETING TIMING

The annual meeting shall be held no later than two (2) months after the corporation's fiscal year-end date.

10.2 MINUTES OF GENERAL MEETINGS

Minutes will be taken for all meetings of the general membership.

10.3 ANNUAL GENERAL MEETING REQUIRED AGENDA ITEMS

- a. Agenda for the meetings, approved by attendees present prior to continuing with the remaining agenda items.
- b. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the report of the treasurer
- c. The attendees may consider and transact any business either special or general at the Annual General Meeting
- d. Board members must present at the Annual General meeting to constitute a quorum.

11 MINUTES OF BOARD OF DIRECTORS AND COMMUNITY CHAIR COMMITTEE

11.1 MEETING MINUTES

- a. Minutes will be taken at all meetings of the Board of Directors and Community Chair Committees.
- b. The minutes of the meetings of the Board and the minutes of the meetings of the Community Chair Committee shall not be available to the membership of the Board or Committee, each of whom shall receive a copy of such minutes.

12 FINANCIAL YEAR

12.1 FISCAL YEAR-END

Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be December 31st.

13 ENACTMENT AND AMENDMENT OF BY-LAWS

13.1 BY-LAW AMENDMENTS

The portion(s) of this By-law of the Corporation, not embodied in the Letters Patent of Incorporation, may be repealed or amended by by-law enacted by a majority of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at the next annual meeting of members. In the event that

such repeal or amendment is not so sanctioned, such repeal or amendment shall at, and from the time of such meeting, cease to be of any force and effect.

14 AUDITORS AND ACCOUNTANTS

14.1 APPOINTMENT OF AUDITOR/ACCOUNTANT

As required in the Act.

“For not-for-profit corporations whose annual revenue is greater than \$100,000, members of the corporation **must** appoint an auditor to hold office until the first annual meeting and at each annual meeting. There is no waving of this statutory requirement (section 130.1 of the Act.)”

“In respect of a financial year of the corporation where the corporation’s annual income is less than \$100,000 and where a resolution is passed by at least 80% of the voters cast by members at a general meeting (extraordinary resolution) to not appoint an auditor and to not have an audit, the corporation is exempt from a financial audit. (May 2018, Not-for-Profit Incorporator’s Handbook, Section 5.7)”

“An amount other than \$100,000 may be prescribed by regulation for the annual revenue of not-for-profit corporations for the purposes of an audit exemption. (May 2018, Not-for-Profit Incorporator’s Handbook, Section 5.7)”

15 BOOKS AND RECORDS

15.1 RECORD KEEPING REQUIREMENTS

As required in the Act.

“A not-for-profit corporation is required, among other things, to meet certain record keeping obligation such as:

- a. Proper books of accounts and accounting records (section 302 of the Act)
- b. Minutes of meetings of members and directors (section 299 of the Act)
- c. Maintain copies of the Letters Patent, Supplementary Letters Patent, Bylaws and Special Resolution (section 300 of the Act).
- d. A register of its members and directors (section 300 of the Act)
- e. A registry of a corporation’s ownership interest in land that complies with section 300.1 of the Act.”

15.2 FILING AND REPORTING

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or any applicable statute of law are regularly and properly kept and filed with the proper government agencies as the Act requires.

16 RULES AND REGULATIONS

16.1 SPECIAL RULES AND REGULATIONS

The Board may prescribe such rules and regulations not inconsistent with this by-law relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting when they shall be confirmed by “special resolution”, and failing such confirmation at such annual meeting, shall at and from that time cease to have any force or effect.

17 DISCIPLINE

17.1 Powers of the Board to Discipline

Discipline is a multilevel progression and the classification of discipline is dependent on the nature of the offense as outlined below:

- a. violating any provision of the By-laws, Code of Conduct, or other written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

17.2 LEVELS OF DISCIPLINE

17.2.1 LEVEL ONE WARNING

A Level One Warning is given to a board member/ community chair for a first occurrence of minor infractions including, but not limited to: demeaning, insulting, and/or excessively foul language; spamming on social media; untrue or misleading posts; verbal or written malicious messages aimed at members, non-members, or the Corporation. The Board shall provide a written Level One Warning to the offending board member/ community chair, outlining the reason(s) for the disciplinary action. The offending board member/ community chair may choose to appeal to the Board and the Board may rescind or modify its disciplinary action. The member may also appeal to the Community Advocate to seek advice. The final decision to maintain or remove the Level One Warning, however, rests solely with the Board. The Board will inform the member that successive levels of discipline should their behaviour persist.

17.2.2 LEVEL TWO WARNING

A Level Two Warning is given to a member for a first occurrence of harassment, or offensive, sexualized language. A Level Two Warning is also given to a repeated occurrence of minor infractions at the discretion including, but not limited to: demeaning, insulting, and/or excessively foul language; posting, on social media, untrue or misleading posts, verbal or written malicious messages aimed at individuals, the Corporation, other members or non-members; The Board shall provide a written Level Two Warning to the offending member, outlining the reason(s) for the disciplinary action. The offending member may choose to appeal to the Board and the Board may rescind its disciplinary action. The member may also appeal to the Community Advocate to seek advice. The final decision to maintain or remove the Level Two Warning, however, rests solely with the Board. The Board will inform the member that successive levels of discipline should their behaviour persist.

17.2.3 SUSPENSION OF BOARD MEMBER OR COMMUNITY CHAIR

Suspension of Board Member or Community Chair is imposed on a member for a first occurrence of sexual harassment, threats, or discrimination in any form. A Suspension of Board Member or Community Chair is also imposed when there is a second occurrence of bullying, harassment, or offensive, sexualized language; and when there is repeated occurrence of minor infractions including, but not limited to: demeaning, insulting, and/or excessively foul language; posting, on social media, untrue or misleading posts; verbal or written malicious messages aimed at individuals or the Corporation. In the event that the board determines that a member should be suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) day notice of suspension to the member and shall provide reasons for the proposed suspension. The member may make written submissions to the Board, in response to the notice received within a twenty (20) day period. The member may take further actions to appeal the board's .Following a suspension, a member may be reinstated as outline in Section 17.2.5 of the By-laws.

17.2.4 TERMINATION OF BOARD MEMBER OR COMMUNITY CHAIR

A Board Member or Community Chair is terminated when they are found to be guilty of an offense directed at the Corporation or another member. A Board Member or Community Chair is also terminated for a second occurrence of sexual harassment, threats, or discrimination in any form; a third occurrence of bullying, harassment, or offensive, sexualized language; and a fourth occurrence of minor infractions including, but not limited to: demeaning, insulting, and/or excessively foul language; posting, on social media, untrue or misleading posts; verbal or written malicious messages aimed at individuals or the Corporation. In the event that the board determines that a member should be expelled from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) day notice of the expulsion to the member and shall provide reasons for the proposed expulsion. The member may make written submissions to the Board, in response to the notice received within such twenty (20) day period.

17.2.5 REINSTATEMENT OF A SUSPENDED BOARD MEMBER OR COMMUNITY CHAIR

A suspended Board Member or Community Chair may be reinstated after

- a. The Board Member or Community Chair provides a statement in writing of their intent to follow the By-laws, Code of Conduct and other written policies of the Corporation;
- b. The Board Member or Community Chair resigns the Code of Conduct;
- c. The Board Member or Community Chair agrees that the reinstatement is probationary; Level One and Level Two Warnings are no longer required as disciplinary measures and any further discipline will result in either another suspension or termination of Board Member or Community Chair. The member may appeal the decision as outlined in section 23 Dispute Resolution.

18 DISPUTE RESOLUTION

A dispute resolution process is initiated when there is a dispute between members and/or between members and the Board. This may include, but is not limited to:

- a. a dispute with a disciplinary action taken by the Board against a member;

- b. a dispute by a member, or a group of members, on a decision made by the Board, or an action undertaken by the Board, which is perceived by the member(s) to be in contravention of the Bylaws, Code of Conduct, or other written policies of the Corporation;
- c. a dispute by a member, or a group of members, on a practice or procedure undertaken by the Corporation which is perceived by the member(s) to be in contravention of the By-laws, Code of Conduct, or other written policies of the Corporation;
- d. a dispute between members where at least one member perceives that an action taken by other members is in contravention of the By-laws, Code of Conduct, or other written policies of the Corporation.

When a member or group of members appeal for dispute resolution, they must follow these successive steps:

- a. first appeal to the board, either through writing the board directly or appealing through a third party

18.1 Board Review

The first appeal must be made to the board of directors directly or may be taken to the board of directors through the Community Advocate. An appeal must be made in writing and addressed to the Board. The Board must respond to the appeal within 20 days of receiving it.

18.2 MEDIATION THROUGH THE THIRD PARTY

A final appeal may be made through the third party who is a neutral dispute resolution practitioner. THIRD PARTY RESPONSIBILITIES. The decision made by the Third Party is deemed to be final and no further appeals may be made.

24 SOCIAL MEDIA

24.1 Board Director

Maintain best practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow members, volunteers, committee members and board members

See Section A.4 Accountability & Responsibility Policy: Board Director, and Community Chair

24.2 Committee and Volunteer

Maintain best practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow members, volunteers, committee members and board members (see section A.5 Accountability &

APPENDIX A: CODE OF CONDUCT

A.1 DEFINITIONS

The definition from the by-laws applies as well as the following additional definitions shall apply to all Appendixes;

- a. Personal Harassment: shall mean any conduct whether verbal or physical that is discriminatory in nature. This includes but is not limited to an individual's real or perceived: race, ethnicity, ancestry, place of origin, political beliefs, religion, sex, gender, gender identity or expression, sexual orientation, ability, age, level of literacy, membership in a union or staff association, marital status, family status, or source of income.
- b. Sexual Harassment: shall mean conduct, comment, gesture or contact of a sexual nature that one would find to be unwanted or unwelcome by any individual, or that might, on reasonable grounds, be perceived by that individual as placing a condition of sexual nature on employment, career development, or participation as a volunteer.
- c. Public: shall mean the people constituting a community, province/state or nation.
- d. Intoxication: shall mean an individual who is under the influence of either Alcohol, Marijuana or any other legal or illicit drug where the functions and/or duties of the individual being impaired beyond a reasonable state.
- e. Discrimination: shall mean treatment or consideration of, or making a distinction in favor of or against, a person or thing based on the group, class, or category to which that person or thing belongs rather than on individual merit.

A.2 CODE OF CONDUCT

Policy

The Code of Conduct policy is designed to allow Wortley Pride to preserve its long tradition of integrity and credibility with the public, members, volunteers, stakeholders and within the Organization.

This policy provides the guidelines for acceptable and encouraged behavior as well as actions or behaviors that are regarded as misconduct and is applicable to all members, volunteers and directors with the additional Directors Code of Conduct policy applying to Directors of Wortley Pride.

A.3 ACCOUNTABILITY & RESPONSIBILITY POLICY:

The accountability and responsibility Policy outlines what is expected of representatives of Wortley Pride to maintain high standards, professionalism, respect and promotion for Wortley Pride.

In order to achieve this; members are expected and required to:

A.3.1 BEHAVIOUR IN PERSON

- a. Maintain best practices and conduct at all Wortley Pride meetings and respect the views of fellow members, volunteers, committee members and board members.
- b. At all times be mindful of conduct, in relation to the activities and events of Wortley Pride, ensuring one's own conduct is respectful, non-discriminatory and non-harassing to any volunteer, member, board member or committee member in accordance with Wortley Pride policies and by-laws.

A.3.2 BEHAVIOUR ONLINE

- a. Maintain best practices and conduct on all Wortley Pride related Social Media and online communication and respect the views of fellow members, volunteers, committee members and board members.
- b. All postings should remain non-discriminatory and non-harassing to any volunteer, member, board member or committee member in accordance with Wortley Pride policies and by-laws.

A.4 ACCOUNTABILITY & RESPONSIBILITY POLICY: BOARD DIRECTOR, COMMUNITY CHAIRS

The accountability and responsibility Policy outlines what is expected of Members of Wortley Pride to maintain high standards, professionalism, respect and promotion for Wortley Pride.

In order to achieve this; members are expected and required to:

A.4.1 BEHAVIOUR IN PERSON

- a. Maintain best practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow members, volunteers, committee members and board members.
- b. At all times be mindful of conduct, ensuring one's own conduct is fair, non-discriminatory or harassing to any volunteer, board member or community chair in accordance with Wortley Pride policies and by-laws.
- c. At all times a board member must adhere to the best of their ability to ensure the following during all board meetings :
 - Ensure accurate Minutes are taken and approved at each meeting
 - A Recap Report is required for any meeting of 2 or more Board Members or Community Chair Sub Committee meet discussing anything relevant to Wortley Pride and presented to the board for approval and review in the upcoming meeting (without vs with quorum)

- Be Aware of Topics and Language - With potential for members to review minutes of previous boards - “Appropriate, Relevant, Factual and Professional and Inclusive Language” should always be used during meetings.
- Always practice Record Retention - All board members are required to keep a copy of each e-mail/ response and communication delivered to members and the public – the entirety of which should be kept on digital file storage for a period of 5 years.
- Declare any clear conflict of interest ahead of topic discussion (recuse) - Conflict of Interest can be of business in nature including but not limited to : D1) A company a board member is employed by D2) any business matter that the board member has a financial gain from D3) a service that a board member is offering for free D4) a company a board member owns or has a partnership in being considered for use by Wortley Pride

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A.4.2 BEHAVIOUR ONLINE:

- Maintain best practices with respect to the conduct on all Wortley Pride related Social Media and online communication and respect the views of fellow members, volunteers, committee members and board members.
- All postings should remain non-discriminatory and non-harassing to any volunteer, member, board member or committee member in accordance with Wortley Pride policies and by-laws.
- At all times be mindful of the language and topics used and discussed; maintaining a respectful and appropriately professional tone and focus when using the following;
 - social media group messengers - ex : Facebook, twitter or any other social media group messaging application,
 - video chat conference programs/sites - ex : zoom, houseparty, Facebook & all other video chats, and
 - e-mail communication ex : webmail , official & personal email account usage.

A.5 ACCOUNTABILITY & RESPONSIBILITY POLICY: VOLUNTEER

The accountability and responsibility Policy outlines what is expected of Members of Wortley Pride to maintain high standards, professionalism, respect and promotion for Wortley Pride.

In order to achieve this; members are expected and required to:

A.5.1 BEHAVIOUR IN PERSON

- Maintain good practices with respect to the conduct at all Pride events and all meetings and respect the views of fellow members, volunteers, committee members and board members.
- At all times be mindful of conduct, ensuring one’s own conduct is fair, non-discriminatory and nonharassing to any volunteer, member, board member or committee member in accordance with Wortley Pride policies and by-laws.

A.5.2 BEHAVIOUR ONLINE

- Maintain good practices with respect to the conduct on all Wortley Pride related Social Media and online communication and respect the views of fellow members, volunteers, committee members and board members.
- All postings should remain non-discriminatory and non-harassing to any volunteer, member, board member or committee member in accordance with Wortley Pride policies and by-laws.

AUTHORIZING SIGNATURES

This By-law is hereby enacted by Wortley Pride, and shall take full force and effect this
the 19th day of March 2025

Kathy Bell

President, Wortley Pride

Seraph

Vice President, Wortley Pride