

THE RAINBOW HARMONY PROJECT INC.

BY LAWS

1. NAME

The name of this organization shall be The Rainbow Harmony Project Inc. ("TRHP").

2. OBJECTS

The undertakings of the corporation are restricted to the following:
The Rainbow Harmony Project Inc., a voluntary, not-for-profit, community chorus is organized to provide an opportunity for gay, lesbian, bisexual and transgendered persons and their supporters to sing together. The primary purpose of the organization is to promote musical excellence in performance by:

- a) creating and maintaining a mixed chorus which presents public performances in the Winnipeg area;
- b) providing the chorus with competent, professional artistic leadership.

MEMBERSHIP

3. Qualifications

Membership in TRHP is open to anyone who:

- a) supports the objects of TRHP;
- b) complies with the By-Laws of TRHP and the policies as set by the Board of Directors from time to time;
- c) contributes to the achievement of the objects and participates in the activities of TRHP according to his or her abilities; and
- d) has paid all dues and fees as set by the Board of Directors from time to time.

Any person who signifies in writing that he or she supports the objects of TRHP; is willing to comply with the By-laws and policies of TRHP; is willing to contribute to the achievement of the objects and participate in the activities of TRHP according to his or her abilities; and who pays such dues and fees as set by the Board of Directors is entitled to membership in TRHP.

4. Classes of Membership

There will be two classes of membership: Performing Members and Supporting Members.

- a) **Performing Members**

Performing members are those who primarily sing in, or perform with, the chorus.

b) Supporting Members

Supporting Members are those who primarily perform duties and activities in furtherance of the objects of TRHP other than singing in, or performing with, the chorus.

All members have the right to vote at the Annual, Special General or Emergency Meetings of the members.

5. Termination of Membership

An individual's membership in TRHP may be terminated by the Board of Directors if the member:

- a) fails to adhere to the objects of TRHP;
- b) fails to pay outstanding dues or fees within thirty (30) days of written notification that the member is in arrears; or
- c) fails to adhere to the policies (including the membership policy) as established by the Board of Directors.

Prior to termination of an individual's membership, the President shall notify the member in writing of the reason(s) for the proposed termination of membership at least fourteen (14) days prior to the Board of Directors meeting at which the motion to terminate the individual's membership will be considered. The member or his or her representative shall be entitled to attend the Board of Directors meeting to make representations as to why his or her membership should not be terminated. A vote on the motion to terminate an individual's membership shall be conducted by secret ballot and be supported by a sixty-six and two-thirds (66 2/3) percent majority of the votes cast for the motion to be carried.

6. Resignation from Membership

A member may resign from TRHP by delivering a written resignation to the Membership Chairperson or Secretary.

MEETINGS OF MEMBERS

7. Annual General Meeting

The annual meeting of the members required by the Act shall be held at any place at such day and time during the first quarter of TRHP's fiscal year as the

Directors may determine by resolution. At annual meetings the following business will be conducted:

- a) election of Directors to the Board;**
- b) a report of the Directors of the affairs of TRHP for the previous year;**
- c) a financial statement of TRHP;**
- d) such other information or reports relating to TRHP as the Directors may determine; and**
- e) other matters relating to TRHP as the members or the Directors may determine.**

8. Special General Meetings

Other meetings of the members (“Special General Meetings”) may be called by the Board of Directors, the President, or the Vice-President, or on written request of not less than 20 members. A special general meeting may be held at any date and time and at any place.

9. Emergency Meetings

A meeting of members upon less than 14 days notice may be called by the Board of Directors, the President or the Vice-President when, in their opinion, an urgent matter relating to TRHP needs to be considered by the membership (“Emergency Meetings”).

10. Notice

Each member is to be given at least 14 days effective notice of a meeting of members of TRHP (except for an Emergency Meeting). A meeting of members of TRHP may be held with less than 14 days effective notice if:

- a) all members are present;**
- b) those members not present have given their consent to the meeting being held; or**
- c) it is an Emergency Meeting.**

The notice of meeting will state the general nature of the business to be transacted at the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

11. Omission of Notice

An error of omission in giving notice of any meeting or the non-receipt of any notice by any member or members of TRHP shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

12. Quorum

Twenty (20) members shall constitute a quorum of any meeting of members for all purposes. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

13. Resolutions

A resolution, other than a resolution to amend the By-laws of TRHP or remove a Director from the Board of Directors, may be passed by a simple majority of votes cast by members present at a meeting of members. A resolution to amend the By-laws of TRHP or to remove a Director from the Board of Directors must be supported by a sixty-six and two thirds (66 2/3) percent majority of the votes cast by members present at a meeting of members.

14. HEAD OFFICE & AREA OF OPERATION

The head office of TRHP shall be located at the City of Winnipeg, in Manitoba and the area of operation of TRHP shall be the City of Winnipeg and surrounding area.

BOARD OF DIRECTORS

15. A Board of not less than eight (8) and not more than twelve (12) Directors shall manage the business of TRHP.

16. The Board of Directors shall have the authority to make decisions and establish administrative policy and procedures necessary for the effective operation of TRHP.

17. In exercising their authority and discharging their duties, the Board of Directors shall:

- a) act honestly and in good faith with a view to the best interests of TRHP; and**
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.**

18. Term

Directors (Non-Executive) are elected to the Board by the membership at the Annual General Meeting for a one (1) year term, which shall run from August 1 until July 31 of the following year.

One-half of the Executive Directors are elected to the Board by the membership at each Annual meeting for two (2) year terms, which shall run from August 1 until July 31 of the second year.

Should a Board member resign during their tenure of office, they may not hold another position on the Board of Directors for the remainder of that Director's term. The new Director will complete the remainder of the outgoing Director's term.

19. Qualifications

A Director must be a member in good standing of TRHP.

20. Ceasing to be a Director

A directorship shall become vacant if the Director:

- a) dies or resigns;**
- b) is removed from office by the Board of Directors;**
- c) is removed from office by members at a Special General Meeting of the members;**
- d) becomes disqualified from being a Director.**

21. Vacancy

Should a vacancy occur on the Board of Directors, the Board may appoint a new Director for the balance of the term.

22. Removal of Director by the Board

The Board must follow this procedure to remove a Director:

- a) A motion to remove must be presented at a meeting of the Board of Directors before the meeting at which the motion to remove a Director will be considered;**
- b) The meeting at which the motion to remove a Director is considered must have a quorum without counting the Director who brought the motion, or the Director who is the subject of the motion, neither of whom may vote on the motion;**
- c) A vote on the motion to remove a Director shall be conducted by secret ballot and be supported by a sixty-six and two-thirds (66 2/3) percent majority of the votes cast for the motion to be carried.**

23. Quorum and Voting

Six (6) Directors present at a meeting constitutes a quorum for the purpose of conducting business. Each Director, other than the Artistic Director/Conductor, has one vote. The Artistic Director/Conductor is/are an unelected, ex-officio

member of the Board and therefore not entitled to vote at meetings of the Board of Directors. Matters arising at a meeting of the Board of Directors shall be decided by a simple majority of votes cast except in the case of a resolution to remove a director which shall require a sixty-six and two thirds (66 2/3) percent majority of votes cast as set out in Section 22 above. In case of an equality of votes, the chairperson of the meeting, in addition to his or her original vote, shall have a second or casting vote.

24. Remuneration of Directors

Directors are to serve without remuneration. No Director may receive directly or indirectly any profit from his or her position as Director. A Director may be reimbursed for reasonable expenses incurred in the performance of his or her duties and may receive reasonable compensation for duties performed under contract to, or as an employee of, TRHP.

25. Notice of Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that seven (7) days' notice shall be given to each Director. Meetings may be held on shorter notice if all Directors are in attendance or if those Directors not in attendance have given their consent to the meeting taking place.

26. If all the Directors consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors by means of conference telephone or other communications facilities as 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.

27. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Board.

INDEMNITIES TO DIRECTORS AND OTHERS

28. Every Director or officer of TRHP or other person who has undertaken or is about to undertake any liability of TRHP 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 TRHP, from and against:

- a) all costs, charges and expenses whatsoever 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 him or her for or in respect of any act, deed, matter or thing whatsoever made, done or

- permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability; and
- b) all costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

29. No Director or officer for the time being of TRHP 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 act for conformity or for any loss, damage or expense suffered or incurred by TRHP through the insufficiency or deficiency of title to any property acquired by TRHP or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to TRHP shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to TRHP or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

30. The Directors for the time being of TRHP shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of TRHP, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or officer of TRHP shall be employed by or shall perform services for TRHP otherwise than as a Director or officer or shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or performs services for TRHP, the fact of his or her being a Director or officer of TRHP shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

OFFICERS

31. Election and Appointment

The Board of Directors shall elect annually, or more often as may be required, a President, Vice-President, Secretary and Treasurer. Any person may, in the discretion of the Directors, hold one or more offices. The Directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

32. Remuneration and Removal of Officers

The Directors may fix the remuneration (if any) to be paid to officers of TRHP. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board of Directors at any time with or without cause.

33. Delegation of Duties of Officers

In the case of the absence or inability to act of the President, the Vice-President or any other officer of TRHP or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

34. President

The President shall, when present, chair all meetings of the Board of Directors and of members of TRHP. He or she shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

35. Vice-President

The Vice-president shall be vested with all the powers and shall perform all duties of the President in the absence or inability or refusal of the President to act. He or she shall possess and may exercise such other powers and duties as may from time to time be assigned to him or her by the Board of Directors.

36. Secretary

The Secretary shall, when present, act as secretary of all meetings of the Board of Directors and members and shall have charge of the minute books and other corporate records of TRHP. He or she shall perform all duties incidental to his or her office or that may be from time to time be assigned to him or her by the Board of Directors.

37. Treasurer

The Treasurer shall receive all revenues of TRHP and, subject to the provisions of any resolution of the Board of Directors, shall have the care and custody of all the funds and securities of TRHP and shall deposit the same in the name of TRHP in such bank or banks or with such depository or depositories as the Board of Directors may direct. He or she shall keep or cause to be kept the books of account and accounting records required by the Act. He or she shall perform all duties incidental to his or her office or that may be from time to time be assigned to him or her by the Board of Directors.

38. Artistic Director/Conductor

The Artistic Director/Conductor shall have the authority and responsibility to establish the musical and artistic direction of TRHP in consultation with the Board of Directors and to conduct the chorus. The Artistic Director/Conductor is/are an unelected, ex-officio member(s) of the Board of Directors and as such shall not vote at meetings of the Board and shall not be counted for the purposes of determining the number of Directors or a quorum of the Board of Directors.

39. Directors

The duties of Directors and officers shall be as assigned by the Board of Directors from time to time.

40. Vacancies

If the office of President, Vice-President, Secretary or Treasurer shall be or become vacant, the Directors may appoint an officer to fill such vacancy.

COMMITTEES

41. The Board of Directors may from time to time constitute committees as it deems necessary to carry on the affairs of TRHP and shall prescribe their duties. All committees shall report to the Board of Directors through a Director designated by the Board.

SIGNING DOCUMENTS

42. a) Any document which requires the signature of TRHP, other than a cheque drawn on the bank account of TRHP, is to be signed by any two officers or Directors appointed by the Board of Directors to sign documents for TRHP.

b) Any cheque drawn on the bank account of TRHP shall be signed by two authorized officers of TRHP. The President, Vice-President and Treasurer are authorized officers for the purposes of signing cheques.

FISCAL YEAR

43. The fiscal year of TRHP shall be from August 1 until July 31 of the year following.

POLICY MANUAL

44. A policy manual shall be kept and maintained to assist the Board with the day-to-day operations of the Rainbow Harmony Project.

A meeting to amend the Policy Manual shall be called with no less than seven days notice being given to all members. The Policy Manual may be amended with a simple majority vote of members present at the meeting called to amend the Policy Manual.

Each policy shall have indicated on it, the date of the policy meeting when it was passed and the name and signature of the current President.


AMENDMENT OF BY-LAWS

45. The By-laws of TRHP may be repealed or amended by By-law sanctioned by an affirmative vote of a sixty-six and two-thirds (66 2/3) percent majority of members present at a meeting duly called for the purpose of considering the By-law.

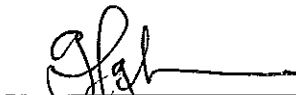
WINDING UP

46. TRHP may be dissolved at any time by the consent of not less than sixty-six and two-thirds (66 2/3) percent of the members present at a meeting duly called for the purpose of considering the dissolution of TRHP. In the event of the dissolution of TRHP, other than for purposes of reorganization, any assets left after all liabilities have been satisfied shall be distributed to one or more appropriate registered charitable organizations to be determined by the Board of Directors. The substance of this rule may not be changed by any later amendment, nor may this rule be repealed.


Reviewed, revised and updated October 20, 2012 by the President and the Board of Directors of The Rainbow Harmony Project Inc.



President



Vice-President



Secretary



Treasurer