

# **Not-for-Profit Corporations Act: Organizational By-law THUNDER PRIDEASSOCIATION**

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## **Section 1 - General**

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### **1.01 Definitions**

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board;
5. "Corporation" means the corporation that has passed these by-laws under the Act letters patent dated NOVEMBER 14, 2014 and name of THUNDER PRIDE Association.
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
7. "Member" means a member of the Corporation;
8. "Members" means the collective membership of the Corporation; and
9. "Officer" means an officer of the Corporation.
10. "Leads" means assistant and reports to Officer or Director

### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

### **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## 1.06 Head Office

Until changed in accordance with the Act, the head office of the corporation shall be in the City of Thunder Bay, in the Province of Ontario as may be determined by the directors of the Corporation.

## 1.07 Voting rights in other companies

The proper signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Corporation. Such instruments, certificates or other evidence shall be in favor of such persons as may be determined by the officers signing them or arranging therefor. In addition, the board may from time to time direct the manner in which or the person or persons by whom any particular voting rights or class of voting rights shall be exercised.

## Section 2 – Executive & Directors

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### 2.01 Executive & directors

The affairs of the Corporation shall be managed by its Executive and Board of directors. Until changed in accordance with the *Act*,

EXECUTIVE BOARD consists of CHAIR, VICE CHAIR, TREASURER, and SECRETARY.

- Responsible for carrying out decisions on behalf of the Board of Directors (with exception to Board Member and Coordinator appointment and removal) in emergency situations where a decision needs to be made in an urgent manner.

BOARD OF DIRECTORS consists of CHAIR, VICE CHAIR, TREASURER, and SECRETARY, PAST CHAIR, MERCHANDISE DIR, VOLUNTEER DIR, SPONSORSHIP DIR and COMMUNITY RELATIONS DIR,

#### **Finances**

- Reviewing and approving the annual operating budget.
- Responsible for approving any out of budget expense that is over \$1,000.
- Approving the annual financial statements before being presented to the Membership for final approval.
- Responsible for approving any out of budget expense that is over \$200.
- Allowed to sign organization cheques as long as the respective signer has no conflict of interest and is not named in the cheque.

#### **Governance**

- Approving official positions on issues and organization statements.
- Approving any new organization policies or amendments.
- Approving any new by-laws before they are presented to the Membership for final approval.

- Appointing members to committees.
- Approving the creation and dissolution of organization committees.
- Approving agenda items for the AGM.
- Approve individuals for membership in the organization.
- Appointing individuals to the Board of Directors or a Coordinator role.
- Appointing an individual as Legal Counsel, on the recommendation of the Vice-President, Governance.
- Removing individuals from the Board of Directors or from a Coordinator role.
- Responsible for approving all staff hires.
- Responsible for appealing decisions made by a Board Member or the Board of Directors as a whole.
- Approving the annual report.

### **Programming**

- Responsible for approving any change in location and number of days for the Outdoor Festival.
- Responsible for approving parade marshal selection by the Parade and Rally Director.
- Responsible for approving start and end times for all events
- Responsible for final approval of event operation plans.

### **Communications and Marketing**

- Responsible for approving the annual theme.
- Responsible for approving any changes to the brand image and tag line (Thunder Pride).
- Responsible for the final approval of the annual Pride Guide.

### **2.02 Quorum**

Quorum for the transaction of business shall be 50% plus 1 of the total number of directors. Notwithstanding vacancies, the remaining directors may act if constituting a quorum.

### **2.03 Qualification**

No person shall be qualified as a director unless she or he shall be eighteen or more years of age. No director shall have been convicted of any criminal offence while in office; unless the board determines that the conviction will not bring the organization into disrepute. No director shall have served as an employee of the Corporation within the year immediately preceding them/they nomination as director. Every director shall, throughout them/they term as director, shall maintain their annual membership fee of the Corporation for them/they term of office.

### **2.04 Duties of the Chair**

The Chair will serve on the Executive and shall perform the duties described in sections 3.04 and Schedule A such other duties as may be required by law or as the Board may determine from time to time.

- Responsible for ensuring the organization is focused on its Mission.

- Allowed to waive the requiring of written Board Reports at a respective meeting if a report has already been written for that respective month.
- Responsible for ensuring the organization is operating in an efficient and effective manner and providing solutions to challenges that are impeding the operations of the organization.
- In tandem with the Vice-President, Governance, ensure all organization by-laws and policies are being followed.
- Responsible for delegating authorities that are not listed in this document.
- Responsible for being the official spokesperson for the organization.
- In tandem with the Vice-President, Governance and Human Resource Director, manage and adapt the organization structure to business environment and needs.

## **2.05 Duties of the Vice Chair**

The Vice Chair will serve on the Executive and shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

- Responsible for maintaining the organizations insurance policies and reviewing additional insurance products that may benefit the organization and assist with its risk management.
- Responsible for taking the lead on planning the AGM and any other special general meetings.
- Responsible for managing the membership of the organization and member benefits program.
- In tandem with the President, ensure all organization by-laws and policies are being followed.
- Responsible for the organizations archival records.
- Responsible for all Board and Committee meeting agendas and minutes.
- Responsible for leading the annual organization strategy session and on-going development of the organizations strategic plan.
- Responsible for carry out the term renewal process as listed in the By-laws.
- Responsible for seeking grant money for the organization.
- Responsible for the organizations information and technology assets.

## **2.06 Duties of the Treasurer**

The treasurer will serve on the Executive and shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

- Responsible for leading the annual operating budget creation.
- Responsible for tracking all transactions in the organization and ensure they are properly documented both physically and verbally.
- Responsible to reporting organization financial health at each Board Meeting.
- Responsible for ensuring the organizations cash flow remains positive and working out strategies when the organization enters a negative cash flow.
- Responsible for evaluating new business ventures for the organization.

- Responsible for leading borrowing activities to assist with funding the organizations programs, services and projects.
- Responsible for filing the organization's annual tax filing and any other filing request from the CRA.
- Responsible for managing the organizations investment portfolio and strategy.
- Responsible for approving every transaction in the organization for cash flow purposes.
- Responsible for managing the organizations bank accounts and credit cards.
- Responsible for producing the quarterly and annual financial statements.
- Responsible for issuing invoices.
- Responsible for ensuring all accounts receives are received and following up on outstanding invoices.
- Responsible for ensuring all accounts payables are paid, this includes ensuring that the payment is received by the payable party.
- Responsible for updating signing authority for cheques and bank accounts when new Officers are appointed.
- Responsible for working with organization members on setting prices for products and services offered by the organization and the respective sales schedule.
- Responsible for maintaining the organizations insurance policies and reviewing additional insurance products that may benefit the organization and assist with its risk management.
- Responsible for filing the organization's annual return and any other necessary or required corporate filings (not including the filings for the CRA).
- Responsible for taking the lead on producing the annual report.

#### **Audit Committee**

- Responsible for reviewing and approving year-end financial statements.
- Responsible for conducting the annual audit on the Organizations financial documents.
- Responsible for delivering the annual audit report to the Board of Directors and Membership.
- Responsible for filing the organization's annual return and any other necessary or required corporate filings (not including the filings for the CRA).
- Responsible for taking the lead on producing the annual report.

#### **2.07 Duties of the Secretary**

The secretary will serve on the Executive and shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

- Retain and secure all completed membership paperwork, ensure contact information complete with delivery method for THUNDER PRIDE Association mail, assign membership card with corresponding number and collect the \$10/annual fee.
- Maintain records for ongoing memberships including renewal tracking for next fiscal.
- Annual membership of \$10 is for the period October 1 to September 30.
- Advise Board monthly of any additions, changes or concerns, include a hard copy / email copy for tracking.



## **2.08 Duties of the Chair Emeritus (*past chair*)**

The Chair Emeritus will serve on the Board to provide continuity for the organization; shall perform the duties described in Schedule E. Support goals and activities of the Chair; provide advice, guidance, and assistance at the request of the Chair; provide information and suggestions to other Executive members, as needed; Play a leadership role on the Executive by encouraging cooperation and teamwork, and serve as a consensus-builder; use experience to help to move deliberations along constructive and productive lines; Facilitate introductions of the new Executive members to established partners and supporters; Lead orientation activities for new Executive members.

### **Strategic Planning and Policy Portfolio** (In consultation with other Committees and the Executive and the Board:)

- Develop the THUNDER PRIDE Association Strategic Plan, Business Plan and Annual Report that shows the mandate/strategies/goals and accomplishments for the past and current years;
- Develop and supports implementation of a Performance Measurement Framework (PMF);
- Measures organizational performance using the PMF using goals within the THUNDER PRIDE Association Strategic Plan as a foundation;
- Provides additional strategic advice and other business planning documents to the Executive as required;
- Develop and updates on the advice of the THUNDER PRIDE Association Executive internal policies, Terms of Reference and other policy-related documents to support the overall direction and growth of THUNDER PRIDE Association;
- Develop and assists with negotiation of Memorandums of Understanding and other agreements as required;
- Supports the growth and development of committee members and strategic connections between THUNDER PRIDE Association activities and the THUNDER PRIDE Association vision and mission.
- Responsible for the final approval of job descriptions
- Responsible for conducting interviews on individuals interested in joining the organization.
- In tandem with the reporting supervisor, recommend an individual to the Board of Directors for appointment.
- Responsible for the interview process.
- In tandem with the Vice-President, Governance, ensure the organization is following all applicable federal, provincial and local employment laws and guidelines.
- In tandem with the Vice-President, Governance, ensure the organization is in compliance with its own Harassment (CA-05-002), Recruitment and Selection (CA-05-004) and Code of Conduct (CA-05-003) policies.
- Responsible for taking the lead on any investigation from the result of a breach in one of the following policies: Harassment (CA-05-002) Code of Conduct (CA-05-003)
- Responsible for approving all training and development opportunities that have a cost associated with it.
- Responsible for seeking out training and development opportunities that benefit that entire Board of Directors and/or organization as a whole.

- Responsible for hearing grievances from organizations members and working out solutions to those grievances.
- Responsible for acting as a mediator during personnel and group challenges.
- Responsible for being the caretaker of all organization personnel files and protecting them from unauthorized access.
- Responsible for ensuring all organization members have read and agree to the organization core policies.
- Responsible for conducting the on-boarding orientation for new members.
- In tandem with the Vice-President, Governance, ensure all new organization members have a SharePoint and Exchange account created for them and that new organization members receive their user login information.

## **2.09 Duties of the MERCHANDISE DIRECTOR**

- Will serve on the Board.
- Establish the trend in purchasing at wholesale items to retail at THUNDER PRIDE Association events
- Financially responsible for pricing and cost effectiveness.
- At year end provide Treasurer with inventory count and associated cost of purchase of items as well as expected price to sell.
- Responsible for safe keeping of merchandise items and THUNDER PRIDE Association assets in Storage at Canadian Storage along with possession of key to lock at same.
- In tandem with the Vice-President, Finance plan and set revenue targets for all of the Organizations programming and products.
- Responsible for selecting merchandise product lineup.
- Responsible for selecting the prices for all merchandise products.
- Responsible for merchandise sales stations.
- Responsible for the eStore.
- Responsible for the on-going product development.
- Responsible for the organizations tourism program.

## **2.10 Duties of the VOLUNTEER Director:**

- Will serve on the Board.
- Liaise with other Events Leads to understand how they work, develop partnerships and assess their volunteering needs;
- Generate appropriate volunteering opportunities and role descriptions based on the needs of THUNDER PRIDE Association;
- Ensure appropriate support and training is available for volunteers;
- Promote volunteering through recruitment strategies and campaigns;
- Recruit and ensure volunteers are appropriately matched and trained;
- Monitor, support, motivate and celebrate volunteers and their work;
- Maintain a database of volunteers and undertake other duties as required.
- Invite volunteers and acknowledge their contributions to THUNDER PRIDE Association.
- Responsible for soliciting and recruiting general volunteers for programming and services.
- Responsible for organizing and leading the annual volunteer orientation sessions.
- Responsible for maintaining the volunteer information database.

- Responsible for organizing and leading the annual volunteer appreciation event.
- Responsible for ensuring the all activities undertaken by the Organization are done a safe and secure manner.
- Responsible for meeting the security and first aid needs of all Organization events.
- Responsible for executing and maintaining the Organizations Health and Safety Program.
- Responsible for executing and maintaining the Organizations Emergency Preparedness Plans.
- Responsible for conducting safety risk assessments on activities undertaken by the Organization.
- Responsible for conducting accessibility assessments on activities undertaken by the Organization.

### **2.11 Duties of the SPONSORSHIP DIRECTOR**

- Will serve on the Board.
- Promote and secure financial or in kind contributions from sponsors corporately and privately.
- Liaison with Publication Lead, Website Lead and Poster/Printer Lead regarding agreement with sponsors (ie: logo placement, ad placement, acknowledgement etc. based on sponsorship level)
- Keep record of past and current sponsors for tracking purposes with contact information and amount of financial or in kind contributions made to THUNDER PRIDE Association.
- Responsible for negotiating partnership agreements on behalf of the organization.
- Responsible for ensuring all partnership offers that have been approved have been paid and that their payment has been given to the Vice-President, Finance.
- In tandem with the Vice-President, Finance, set the partnership levels.
- Responsible for maintaining and updating the partnership application.
- Responsible for producing the annual partner survey and report.
- Responsible for developing the annual partnership plan and targets.
- Responsible for being the primary contact person between the organization and our partners.

### **2.12 Duties of the COMMUNITY RELATIONS DIRECTOR**

- Will serve on the Board.
- In consultation with other committees and with the Executive, the COMMUNITY RELATIONS DIRECTOR provides and delivers all media and public announcements.
- Creates and maintains a THUNDER PRIDE Association marketing strategy, including THUNDER PRIDE Association branding;
- Develop, updates and manages the rollout of THUNDER PRIDE Association marketing material;
- Creates and implements an overall THUNDER PRIDE Association communications strategy and ensures the THUNDER PRIDE Association has consistent and up-to-date messaging in all of its communications (including online presence);
- Provides communications and marketing support to THUNDER PRIDE Association leads;
- Responsible for being the primary contact between the organization and the media.

- Responsible for proof reading all external organization publications.
- Responsible for taking the lead for all press conferences including the annual theme launch press conference.
- Networks and establishes partnerships with other THUNDER PRIDE Association communications channels (e.g. Facebook, Twitter, etc. Social Media Lead)
- Liaison with Website Lead and Poster/Printer Lead and Social Media Lead.
- Supports the growth and development of committee members.
- Responsible for final approval on any promotion material that will be circulated outside of the organization. Promotion materials include:
  - Posters, Publications, Banners, Tickets, Signage, Virtual imagery, Templates
- Responsible for being the primary contact person between the organization and local community groups and other Pride organizations.
- Responsible for taking a lead on advocacy issues and determining which issues we should direct our resources to assisting.
- Responsible for managing subsidiary Prides.
- Responsible for ensuring the organization has a presence at all major community events and functions.
- Responsible for representing the organization at community events and functions.

### **Poster & Printing Lead**

- The roles of the Poster & Printing Lead may be kept separate or combined depending on the needs of the Executive and interests/skills of the candidates. If separate, they should act as backups for each other.
- Liaise with other Event Leads to understand how they work, develop partnerships and assess their poster and printing needs;
- Coordinate printing of posters and other information/ items required for events
- Liaise with Sponsorship Director to ensure all sponsor logos required to be on printed materials are on all posters.
- In consultation with Executive, determine deadline for creation and printing of event posters, including deadlines for Event Leads to submit information for their respective poster needs.
- Responsible for leading the creation of promotional materials for the organization.

### **Website Lead**

- Liaise with other Event Leads, develop partnerships and ensure event content is updated on website.
- Recommend appropriate technologies, processes and information management best practices in support of THUNDER PRIDE Association initiatives,
- as appropriate;
- Maintain the THUNDER PRIDE Association website, social media presence, membership database and resource library, and undertake other duties as required.
- Responsible for [www.thunderpride.com](http://www.thunderpride.com).

### **Social Media Lead**

- Liaise with other Event Leads
- Responsible for the creation, management and deactivation of all of the organizations social media accounts.

- Responsible for the eNewsletter.
- Responsible for the creation and distribution of all media releases and organization statements.
- Responsible for taking the lead on organization editorial content for the website, social media postings, and publications.
- Responsible for being the primary alternative spokesperson for the organization when the President is unavailable.

### **2.13 Election and term**

Directors shall be elected to a two-year term of office at annual meetings in each year but if new directors are not elected, the directors then in office shall continue in office until their successors are duly elected. Directors shall have no more than three terms on the Board to a maximum of nine years. The election shall be by ballot. The Directors shall be elected by the Members. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed for a term of 2 years ending the annual meeting or until their successors are elected or appointed.

The Executive, under the leadership of the Chair, the guidance of the Chair Emeritus (past Chair) and the direction of the THUNDER PRIDE Association membership, is supported by the Directors and Officers including their Portfolio roles to achieve its objectives.

### **2.14 Removal of directors**

The members may, by resolution passed by at least two-thirds of the votes cast thereon at a meeting of directors called for that purpose, remove any director elected pursuant to paragraph 2.13 hereof before the expiration of them or their term of office and may, by majority vote at that meeting, elect any person as a replacement for the remainder of the term of the director who has been removed.

The failure to attend four board meetings or three consecutive board meetings, in one board year, will result in an automatic removal of the respective director without the meeting of the membership for such a purpose. In order to be reinstated, the board of directors must vote in favour of reinstatement by a 2/3 vote at the meeting following the attendance failures.

### **2.15 Vacation of office**

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director has an order made declaring him or her to be a mentally incompetent person or is found to be incapable of managing property by a court or under Ontario law;  
or

4. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.
5. If a receiving order is made against him or her or is she or he makes an assignment under the *Bankruptcy Act*.

## **2.16 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

## **2.17 Committees**

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **2.18 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the By-laws; and

3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **Section 3 - Board Meetings**

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### **3.01 First meeting of a new board**

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

### **3.02 Calling of Meeting**

Meetings of the Directors may be called by the Chair, Vice Chair or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

### **3.03 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.04 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.05 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, Vice Chair will act as Chair, and if both are absent the Directors present shall choose one of their numbers to act as the Chair.

### **3.06 Voting**

All duly elected directors except the Chair of the meeting shall be entitled to one vote on each question that is to be decided by the board. In the case of the Chair of the meeting required to

achieve quorum, the Chair shall have a vote. In the case of an equality of votes, the Chair of the meeting shall have a casting vote. At all meetings of the board every question shall be decided by a majority of the votes cast upon the question, unless these by-laws require a special resolution in which case two-thirds of the votes cast shall be required. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken the usual way by assent or dissent. A declaration by the chairperson that a resolution has been carried and an entry to the effect in the minutes shall be admissible evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

### **3.07 Participation by Telephone or Other Communications Facilities**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### **3.08 Declaration of interest**

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the By-laws.

### **3.09 Interest of directors in contracts**

Subject to the provisions of the By-laws, no director shall be disqualified by them or their office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

## **Section 4 - Financial**

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### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on September 30 in each year or on such other date as the Board may from time to time by resolution determine.



#### **4.02 Banking arrangements**

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

#### **4.03 Powers of directors**

The directors of the Corporation 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 other powers and do all such other acts and things as the Corporation is by its objects otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

#### **4.04 Borrowing powers**

The directors may from time to time:

- a. borrow money on the credit of the Corporation; or
- b. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

#### **4.05 Delegation**

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **Section 5 – Event Officers**

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### **5.01 Officers**

The Board shall hold an election at annual meeting or appoint at its first meeting following the annual meeting of the Corporation, a Chair and may appoint any other person to be Vice Chair, treasurer and secretary. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **5.03 Duties of Event Officers**

Officers shall be responsible for the duties assigned to them/they may delegate to others the performance of any or all of such duties.

#### **Position Description of the Event Officer**

- Event Officer for each portfolio should form committees or working groups to implement the on-going and project work of their portfolio;
- Must keep current records of their portfolio, including working group or committee activities, minutes, budgets with projected expenditures and membership lists;
- Prior approval of budget must be obtained from THUNDER PRIDE Association Board. A miscellaneous amount of \$200 total will be granted exception.
- Must share all documentation related to their portfolio to the Chair for reference and continuity purposes, as required;
- Must represent their portfolios at Executive meetings either in person or via email to the Executive, to ensure the Executive is well-briefed on the activities of the portfolio with requests for support discussed in advance with the Executive;
- May have co-leads or backups but are only allowed one vote for each portfolio at Board meetings.
- Ensure the operations and activities support THUNDER PRIDE Association priority areas are organized around portfolios and executed through committees, subcommittees and working groups ("committees").
- Plans and implements events such as the annual THUNDER PRIDE week, workshop, lunch & learns, and social events;
- Forecasts costs of events and projects and discusses with Secretary-Treasury to ensure appropriate funding strategies are in place prior to the event/project;
- Coordinates with venues, presenters, vendors, and Executive to ensure events are consistent with the THUNDER PRIDE Association mandate and adhere to THUNDER PRIDE Association policies (e.g. procurement, legislative protocols, etc.);

- Supports regions and THUNDER PRIDE Association members for regional delivery of events;
- Develop linkages with current THUNDER PRIDE Association programs and training providers to offer events to THUNDER PRIDE Association members;
- Plans and implements on-going THUNDER PRIDE Association programs that support THUNDER PRIDE Association priority areas.
- Investigates and develop new THUNDER PRIDE Association programs that support the THUNDER PRIDE Association mandate and priority areas as applicable;
- Provides on-going support to Board of Directors for the delivery of THUNDER PRIDE Association programs across the province;
- Supports the growth and development of committee members.
- Committees are expected to work closely with the EVENT OFFICERS and BOARD in order to successfully deliver on the goals and activities of the THUNDER PRIDE Association priority areas.
- Responsible for providing an article submission to publication lead by pre-determined deadline to highlight their event.
- Work with website lead and poster/printing lead with the needs of their respective events, and to ensure content is accurate.

### **Finances**

- Responsible for their respective Division or Department Board approved budget.
- Responsible for ensuring that all bill statements are sent to the Vice-President, Finance for payment.
- Responsible to communicate with the Vice-President, Finance on the following sale items that need to be invoiced: Sponsorship, Pride Guide Ad Sales
- Responsible for approving any out of budget expense that is over \$500 but under \$999.
- Responsible for vetting and approving any out of budget expense that is over \$200 before it is presented to the Board of Directors for approval.
- Responsible for approving the annual operating budget before it is presented to the Board of Directors for approval.
- Responsible for reviewing the work of the Vice-President, Finance and ensuring they are following all federal, provincial, local and organization financial rules and guidelines.

### **Governance**

- Responsible for providing a written report at each Board Meeting.
- Responsible for meeting their respective Division or Department goals set out in the annual strategic plan.
- Responsible for keeping and maintaining active organization records for their respective Division or Department and turning over archival records to the Vice-President, Governance.
- Responsible for meeting all obligations on behalf of organization for any contact signed by the respective person.

- Responsible for ensuring their own and reporting position job descriptions are current and up-to-date. Any modifications to a job description must be sent to the Human Resource Director for final approval.
- Responsible for drafting a job description for any new reporting position and sending it to the Human Resource Director for final approval.
- Responsible for identifying and recommending an individual to act as Legal Counsel for the organization.
- Responsible for sitting in on interviews with the Human Resource Director and the individual interested in a position that reports to the respective Officer or Director. Additionally, in tandem with the Human Resource Director recommend an individual to the Board of Directors for appointment.
- Pending available resources, responsible for seeking out training and development opportunities for themselves and their direct reports. Training and development that is free may be done without approval from the Human Resource Director however they should be informed that such training is taking place. Training and development that has a cost must be approved by the Human Resource Director
- Responsible for providing a job orientation to all new direct reports.
- Responsible for ensuring all new direct reports are given access to their respective Division and/or Department systems (PayPal, Website, QuickBooks, etc.).
- Responsible for providing the Volunteer Coordinator with volunteer needs for programming and services.
- Responsible for carrying out the duties of a direct report if that position is vacant.
- Able to appoint Managers for short term duration (less than 3 months). No Board of Director approval required however the Directors needs to be made aware of this appointment and a job description needs to be made up for the Manager.

### **Parade Officer**

- Responsible for ensuring the rally and parade are safe and secure for all participants, this includes regular risk assessments on the event.
- Responsible for maintaining and updating the parade application.
- In tandem with the Vice-President, Governance, maintain and update the parade terms of contract.
- Responsible for managing parade entry applications.
- Responsible for ensuring all entries that have been approved to march in the parade have paid and that their payment has been given to the Vice-President, Finance.
- Responsible for selecting parade marshals for Board endorsement.
- Responsible for selecting speakers for the rally and speaking times and order.
- Responsible for determining supplies needed for the parade and rally and following proper contract management and procurement procedures and policies.
- In tandem with the Vice-President, Programming, secure all necessary permits and licenses for the parade and rally.

- Responsible for being the primary contact on behalf of the organization to the Manitoba Legislative Building.
- In tandem with the Sales Operations Director, select a price for parade entry fees and sales schedule.
- Responsible for maintaining the cleanliness of the site and reducing the impact of the event on the environment.
- Responsible for the addition, amendment, and deletion of all content at the parade and rally.

### **Pride in the Park Officer**

- Responsible for ensuring the Outdoor Festival is safe and secure for all participants, this includes regular risk assessments on the event.
- Responsible for maintaining and updating the concession application.
- Responsible for ensuring all concession that have been approved have paid and that their payment has been given to the Vice-President, Finance.
- Responsible for being the primary contact on behalf of organization to The Forks.
- Responsible for determining supplies needed for the Outdoor Festival and following proper contract management and procurement procedures and policies.
- Responsible for selecting the entertainment for the Outdoor Festival.
- In tandem with the Vice-President, Programming, secure all necessary permits and licenses for the Outdoor Festival.
- Responsible for coordinating with the Manitoba LGBT\* Chamber of Commerce's on the Outdoor Festival PrideMART.
- In tandem with the Sales Operations Director, select a price for concession fees and sales schedule.
- Responsible for maintaining the cleanliness of the site and reducing the impact of the event on the environment.
- Responsible for approving the menu for the Beer and Beverage area.
- In tandem with the Sales Operations Director, select prices for beverage menu.
- Responsible for the addition, amendment, and deletion of all content at the Outdoor Festival.

### **Events Officers**

- Responsible for all events not assigned to another Director, these events are known as "special events".
- Responsible for ensuring all special events are safe and secure for all participants, this includes regular risk assessments on the events.
- For paid entrance events, responsible for ensuring all guests pay the entrance price and that their payment is given to the Vice-President, Finance.
- Responsible for determining supplies needed for all special events and following proper contract management and procurement procedures and policies.

- Responsible for selecting the entertainment for all special events.
- Responsible for selecting the location for all special events.
- In tandem with the Vice-President, Programming, secure all necessary permits and licenses for all special events.
- Responsible for selecting themes for all special events.
- In tandem with the Sales Operations Director, select a price for all special event entrance fees and sales schedule.
- Responsible for maintaining the cleanliness of the site and reducing the impact of the event on the environment.
- Responsible for the addition, amendment, and deletion of all content for all special events.

In general, some portfolios may focus more on strategic planning, others on program development, while the remaining focus on logistics and execution.

#### **5.04 Removal of event officers**

- Any board officer of the Corporation may be removed by a two-thirds vote of those present and entitled to vote at a special meeting of the board called for such purpose upon the giving of written notice as specified in paragraph 3.02 of this by-law, which notice shall be served upon the directors and upon the event officer whose removal is proposed and shall specify the proposed removal as the subject matter of such meeting. The provisions of said paragraph 3.02 permitting the holding of meetings of the board without notice shall not apply to a meeting at which an event officer is or is proposed to be removed pursuant to this paragraph.

### **Section 6 - Protection of Directors and Others**

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#### **6.01 Limitations of liability**

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 or 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 them or their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of them or their office or in relation thereto unless the same are occasioned by her or his own wilful neglect.

## **6.02 Indemnity**

Every director and event officer of the Corporation and them/they 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 them/they in or about the execution of them/they 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 them/they own wilful neglect or default.

## **6.03 Validity of Actions**

No act or proceeding of any director or board of directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

## **6.04 Director's reliance**

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

## **Section 7 - Conflict of Interest**

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### **7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **Section 8 - Members**

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### **8.01 Members**

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

## **8.02 Membership**

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon them/they death or when she or he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. The membership term lapses at the end of the fiscal year as set out in the by-laws of the Corporation.

- Responsible for approving any change to the parade route.
- Responsible for approving any changes to the by-laws.
- Responsible for setting membership rates.
- Responsible for approving a change to the name of the organization.
- Responsible for approving a change to the organizations Vision and Mission.
- Responsible for approving a decision to dissolve the organization.
- Responsible for appointing Governance Board Members.

## **8.03 Resignation**

Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable to him or her to the Corporation prior to acceptance of them/they resignation.

## **8.04 Removal of Members**

Upon thirty days' written notice to a member of the Corporation, the board may by resolution passed by at least two-thirds 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 them or they re-application occurs within twenty-four (24) months of the member's removal, them/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 her or his application.

## **8.05 Disciplinary Act or Termination of Membership for Cause**

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.



## **Section 9 - Members' Meetings**

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### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **9.02 Special Meetings**

The board or any member of the board shall have power to call a special meeting of members at any time. A special meeting of members shall be called by the board upon the written petition of not fewer than thirty of the members of the Corporation; said meeting to be called by the board in the ordinary manner to be held within sixty days after the petition is received by the Corporation at its registered address.

### **9.03 Notice of meetings**

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered on the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive. The notice shall include the date, place and time of the meeting as well as an agenda of proposed items with sufficient information concerning such business to permit the members to form a reasoned judgement of the decision to be taken.

#### **9.04 Meetings without notice**

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person, or if those not present waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.

#### **9.05 Place of meetings**

Meeting of the members of the Corporation shall be determining, at a place in Thunder Bay, Ontario.

#### **9.06 Quorum**

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### **9.07 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice Chair will chair the meeting, in the Vice Chair's absence the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

#### **9.08 Right to vote**

Not including the First Annual General Meeting, any meeting of members every person (except the chairperson, unless there is an equality of votes) shall be entitled to vote who has been a member of the Corporation for a period of not less than thirty days prior to the date of the meeting and continues as of the date of the meeting to be qualified as a member.

#### **9.09 Proxies**

Voting by proxy shall be permitted at any meeting of the members. At any meeting of the members, each member who is present and entitled to vote may serve as a proxy on behalf of one member only. With respect to all other matters relating to proxy voting, the board shall determine at its sole discretion the manner and form in which the right to vote by proxy shall be exercised.

#### **9.10 Votes to govern**

At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or the law, be determined by the majority of votes duly cast on the question.

### **9.11 Show of hands**

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a majority show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken on a question, unless a poll thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon said question.

### **9.12 Polls**

After a show of hands has been taken on any question, the chairperson may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

### **9.13 Casting vote**

In the case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a vote in order to break the tie.

### **9.14 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Board, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

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### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to

the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

### **10.04 Waiver of notice.**

Any member, director, officer or auditor may waive any notice required to be given to him or her under the provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after he meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## **Section 11 – Enactment, Repeal and Amendment of By-laws**

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### **11.01 Amendments to By-laws**

By-laws of the Corporation may be enacted, and the by-laws of the corporation repealed or amended, by by-law by 1 2/3 majority of the Board at a meeting of the Board and Sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such a by-law.

A copy of any by-law to be sanctioned at an annual general meeting of members shall be sent to every member of the Corporation with notice of such meeting.

### **11.02 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **Section 12 – Appointment of auditors**

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### **12.01 Appointment of auditors**

The members shall at each annual meeting appoint an auditor to audit and or review the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the board.

## **Section 13 – Dissolution**

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### **13.01 Dissolution**

In the event that the Corporation dissolves, after payment of liabilities, all assets or the proceeds from the sale thereof shall be distributed to Ontario registered charities devoted to lesbian / gay health interest which serve the community in the Thunder Bay area. The Board will be responsible for ensuring the appropriate distribution of assets.

**Enacted SEPTEMBER 28, 2016**

\_\_\_\_\_  
**Chair**

\_\_\_\_\_  
**Vice Chair**

\_\_\_\_\_  
**Treasurer**

\_\_\_\_\_

## **Appendix A: Selection of the positions**

All roles, except the Chair, Vice-Chair, Treasurer, Secretary and Chair Emeritus, are filled by expressions of interest.

### **A.1. Selection of Chair, Vice-Chair and Chair Emeritus**

1. The Chair, Vice-Chair, Treasurer, and Secretary are Elected Positions and are subject to the Election procedures.
2. The Chair Emeritus position may be filled by the outgoing Chair or if the outgoing Chair is not available, it may be filled by the outgoing Vice-Chair.
3. A candidate may not run for more than one elected position.
4. If a candidate is uncontested to an elected position, he/she may be appointed the position.
5. If a position is not filled following the election:
  - a. For Chair role, the Chair Emeritus together with the THUNDER PRIDE ASSOCIATION Executive Sponsor may appoint the Elected Vice-Chair or another suitable THUNDER PRIDE ASSOCIATION member from the existing Executive and/or the incoming pool of candidates for other positions on the executive;
  - b. For Vice-Chair, Treasurer and Secretary Roles, the new Chair and/or Chair Emeritus may appoint a suitable THUNDER PRIDE ASSOCIATION member from the existing Executive and/or the incoming pool of candidates for other positions on the executive.

### **A.2. Selection of Non-Elected Executive Positions**

1. Expressions of Interest are conducted in parallel with the election process unless a position is being filled mid-term.
2. If a position is being filled mid-term, a call for nominations must be communicated to THUNDER PRIDE ASSOCIATION members by email and posted on the THUNDER PRIDE ASSOCIATION website for a nomination period of no less than 2 weeks.
3. The selection committee must consist of the Chair, at least 2 members of the Executive and may include the incoming Chair and/or Vice-Chair, the outgoing Chair and/or Vice-Chair, and an independent party to ensure the process is fair and transparent (Chief Recruiting Officer).
4. The selection committee may offer a position to more than one candidate to co-chair or may offer more than one position to a single candidate if no other suitable candidates are available.

5. In selecting candidates the committee will apply criteria fairly and consistently for all applicants.

6. If a position is not filled following an Expression of Interest, the selection committee may appoint a suitable THUNDER PRIDE ASSOCIATION member to fill the role(s) or leave the position open and conduct another Expression of Interest at a later date.

7. THUNDER PRIDE ASSOCIATION members will be notified of the selection results via postings on the THUNDER PRIDE ASSOCIATION website and through email communications.

### **A.3. Terms and Duration of Executive positions**

#### **Term of Elected Positions**

- Elected positions (Chair, Vice-Chair, Treasurer, Secretary) are two-year (2) terms.

#### **Term of Non-Elected Positions**

- Non-Elected and Chair Emeritus positions are one (1) year terms.
- Non-Elected positions have an option to request that the Executive extend their term by an additional year for the same position.

#### **For all Executive Positions**

- All positions start October 1 (positions filled mid-term may be extended by a full term to carry over starting on this date). Ideally elections should be held in the fall to allow time for transition.
- Out-going Executives should serve in an advisory role for a period of three (3) months prior to or following the completion of their term to facilitate transition.
- Any Executive member may step down before the end of their term by providing a resignation letter to the Chair.
- Executive members should not seek an Executive position after serving more than four (4) consecutive years on the Executive.
- After four years the individual is encouraged to take a break and allow other THUNDER PRIDE ASSOCIATION members the opportunity to hold a position on the Executive.
- After a one year period of not being on the Executive, the individual is eligible to self-nominate for any executive position.

## **Appendix B: THUNDER PRIDE ASSOCIATION Elections and Expressions of Interest**

Elections and Expressions of Interest are managed and administered by either an Election Committee or a Selection Committee.

### **B.1. Chief Recruiting Officer (CRO)**

1. The CRO position is selected by consensus of the Executive, has no end term and must be filled by one of the following: (in order of preference)

a. A registered THUNDER PRIDE ASSOCIATION Member who is a current THUNDER PRIDE ASSOCIATION member.

b. A retired THUNDER PRIDE ASSOCIATION member who was a registered THUNDER PRIDE ASSOCIATION Member

c. A current THUNDER PRIDE ASSOCIATION Member

2. The CRO can be a past Executive member but cannot be on the current Executive.

3. The CRO shall not hold candidacy or vote for any position being filled by the election.

4. In consultation with the Executive, the Election Committee is chaired by a CRO appointed by the Executive to manage and oversee all THUNDER PRIDE ASSOCIATION elections and Expressions of Interest.

### **B.2. Election Committee / Selection Committee**

- Reviews the election protocols and proposes changes for objective and transparent processes, subject to Executive approval
- Develop an election time period, subject to the Executive approval
- Administers the Expression of Interest selection process
- Keeps detailed historical records of the election and selection processes, decisions and outcomes for future reference that should include:
  - Election results and voter turnout;
  - Rationale of all candidate eligibility decisions;
  - Rationale of all candidate disqualification decisions;
  - Rationale of all candidate decisions from the expression of interest and interviewing process;
- Successful event/communication strategies;
- Recommendations or comments for future elections;
- Additional information may be included at the discretion of the Election Committee.



### **B.3. Elections Procedure**

1. All THUNDER PRIDE ASSOCIATION members registered are eligible to participate in the election process.
2. Nominations for the elected positions (Chair, Vice-Chair, Treasurer, and Secretary) are open to current or past members of the THUNDER PRIDE ASSOCIATION Executive who are THUNDER PRIDE ASSOCIATION members and have served on the Executive for at six (6) months in the last two (2) years. Candidates must self-nominate.
  - a. Candidates are permitted to send a single formatted page of information (limit of 500 words, images allowed) to promote their campaign that will be vetted by the CRO and posted to the THUNDER PRIDE ASSOCIATION intranet site.
  - b. Any member of the Election Committee must withdraw from the Election Committee before the start of the election and selection period if they wish to run in the THUNDER PRIDE ASSOCIATION election.
  - c. Executive members who are running as candidates in the election should not be involved in the business/administration of the election other than activities related to the commitments in the current THUNDER PRIDE ASSOCIATION business or strategic plan for their portfolios.
3. The CRO will preside over the election and coordinate and facilitate the campaigning of candidates on the THUNDER PRIDE ASSOCIATION intranet site.
  - a. THUNDER PRIDE ASSOCIATION members will be notified of any available vacancies, election dates, and process via postings on the THUNDER PRIDEASSOCIATION intranet site and through email communication.
  - b. Notice of the election must be emailed to THUNDER PRIDE ASSOCIATION members and posted on the THUNDER PRIDEASSOCIATION website at least four (4) weeks prior to the call for nominations.
  - c. Call for nominations period will be at least two (2) weeks.
  - d. Campaign period following nominations will be two (2) weeks.
  - e. Election period to vote will be at least two (2) weeks.
4. Elections shall be conducted in a virtual manner (i.e. Internet based voting/polling website), to allow all registered THUNDER PRIDEASSOCIATION Members the ability to participate.
5. Registered THUNDER PRIDE ASSOCIATION members shall have the ability to cast a single vote for the THUNDER PRIDE ASSOCIATION Chair position and a single vote for the THUNDER PRIDE ASSOCIATION Vice-Chair position.
6. The candidate that secures the most votes will be declared winner.

#### **B.4. Expressions of Interest Procedure**

1. All THUNDER PRIDE ASSOCIATION members registered as THUNDER PRIDEASSOCIATION members are eligible to apply for any vacant Non-Elected Executive position.
2. THUNDER PRIDE ASSOCIATION members will be notified of any available vacancies, application dates, and process via postings on the THUNDER PRIDE ASSOCIATION intranet site and through email communication.
3. Call for nominations period will be at least two (2) weeks.
4. Applications must be submitted to the CRO and the THUNDER PRIDE ASSOCIATION email address during the nomination period.
5. Applicants are permitted to send a single formatted page of information (limit of 500 words, images allowed) to express their interest in which vacant position on the board they would like to fill and information, skills, and background information that would support their application for that position

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

### **Position Description of the Chair: Role Statement**

The chair provides leadership to the Board ensures the integrity of the Board's process and represents the Board to outside parties. The chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships among Directors and between the Board, Officers and senior management. The chair ensures the Board discusses all matters relating to the Board's mandate.

### **Responsibilities**

- Propose and lead the development and the implementation of the overall strategy for the THUNDER PRIDE ASSOCIATION and its activities;
- Provide overall management of the Executive and the THUNDER PRIDE ASSOCIATION;
- Assume responsibility for establishing agendas;
- Assume overall accountability for THUNDER PRIDE ASSOCIATION assets, records, deliverables and performance of the Executive, its committees and working groups;
- Act as the primary contact for the Board members and Officers, Diversity Office, Diversity Council and all other senior management partners;
- Delegates responsibility as required;
- Support Board members and Officers in the execution of their duties and priority initiatives, including reviewing and approving business cases and providing strategic direction/advice;
- Coordinate the Board members and Officers in its timely execution of stated deliverables;
- Foster a team spirit within the Board members and Officers, and THUNDER PRIDE ASSOCIATION general membership.
- Monitor the THUNDER PRIDE ASSOCIATION email account and direct or respond to general inquiries.

**Agendas:** Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Direction:** Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

**Performance Appraisal:** Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

**Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

**Representation:** Serve as the Board’s primary contact with the public.

**Reporting:** Report regularly to the Board on issues relevant to its governing responsibilities.

**Board Conduct:** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors’ conduct.

**Mentorship:** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning:** Ensure succession planning occurs for senior management, if any, and Board.

**Committee Membership:** Serve as member on all Board committees.

## **Schedule B**

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### **Position Description of the Vice Chair: Role Statement**

The Vice Chair of the board shall be a director. If the Chair of the board is absent or is unable or refuses to act, the Vice Chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Vice Chair shall have such other duties and powers as the board may specify.

The Vice Chair supports the Chair in providing leadership to the Board ensures the integrity of the Board’s process and represents the Board to outside parties. The Vice Chair will also assist in coordinating Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships acting as a liaison among Directors and between the Board, Officers and senior management.

Monitor the THUNDER PRIDE ASSOCIATION email account and direct or respond to general inquiries.

### **Position Description of the Treasurer: Role Statement**

The treasurer works collaboratively with the Vice Chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

### **Responsibilities**

- Oversee governance and tracking of all expenditures and financial transactions, including the reimbursement of expenses related to THUNDER PRIDE ASSOCIATION activities, including events, special projects and program spending;
- Proactively manage resources, forecasts, budgets, and seeks financial support from the THUNDER PRIDE ASSOCIATION in concert with the Chair and/or Vice Chair;
- Chair all finance-related meetings, and act as a financial consultant to event planning meetings;
- Provide finance-related status reports to the Executive and general membership, as appropriate.

**Custody of Funds:** The treasurer shall have the custody 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 securities, in such registered dealer in securities as may be designated by the Board from time to time. 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 Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

**Board Conduct:** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Mentorship:** Serve as a mentor to other Directors.

**Financial Statement:** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## Schedule D

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### **Position Description of the Secretary: Role Statement**

The secretary works collaboratively with the Vice Chair to support the Board in fulfilling its fiduciary responsibilities. The roles of the Secretary and Treasurer may be kept separate or combined depending on the needs of the Executive and interests/skills of the candidates. If separate, they should act as backups for each other.

### **Responsibilities**

- Maintain the THUNDER PRIDE ASSOCIATION registered members mailing list;
- Draft communications materials for the Executive;
- Send communications to THUNDER PRIDE ASSOCIATION members via the THUNDER PRIDE ASSOCIATION email account;
- Monitor the THUNDER PRIDE ASSOCIATION email account and direct or respond to general inquiries as appropriate;
- Provide administrative support for Executive meetings including distributing agendas, taking minutes, and other duties as required.

**Board Conduct:** Support the Vice Chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Document Management:** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

**Meetings:** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

## Schedule E

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### **Position Description of the Vice-Chair (*elected position*)**

- Act as the Chair in the Chair's absence;
- Support the Executive on priority initiatives;
- Develop and foster strategic partnerships with internal and external organizations (e.g. THUNDER PRIDE at Work) and other levels of government;
- Act as the lead contact for the Advisory Board;
- Support the Chair, including reviewing and approving THUNDER PRIDE ASSOCIATION business cases, providing leadership, organizing executive meetings, and other duties as required.

## Schedule F

### Temporary Leaves of Absence (“TLA”) Delegation

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#### Coverage Delegate

If a Managing Member is on a TLA they may appoint another Managing Member to be their Coverage Delegate. The following applies for Coverage Delegation:

- The absent Managing Member will appoint the Coverage Delegate.
- The absent Managing Member retains their full authority and responsibility while on their TLA.
- All communications are to be directed to the absent Managing Member while they are on their TLA.
- The absent Managing Member will direct tasks and request to their Coverage Delegate if they are unable to deal with the task or request efficiently while on their TLA.

#### Acting Delegate

If a Managing Member is on a TLA they may appoint another Managing Member to be their Acting Delegate or if the Managing Member is going to be unable to communicate with the Organization for 72 hours or more they will be required to have an Acting Delegate appointed. The following applies for Acting Delegation:

- The Board of Directors will appoint the Acting Delegate.
- The absent Managing Member will relinquish their authority and responsibility while on their TLA or a specified time-period.
- The Acting Delegate will assume the full authority and responsibility of the absent Managing Member while on their TLA or a specified time-period.
- All communications are to be directed to the Acting Delegate with the absent Managing Member being cc'd.
- While the Acting Delegate is managing the office of the absent Managing Member the following should be noted:
  - ❖ The Acting Delegate is to execute their acting authority and responsibility as the absent Managing Member would.
  - ❖ The Acting Delegate is not to change established directions of the office that was set by the absent Managing Member.
  - ❖ If the Acting Delegate is unsure how to act on a decision they are to seek advice from the absent Managing Member if possible or the Officers.

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002	9/28/2016	