

A by-law relating generally to the conduct and affairs of the Windsor Pride Community

Revisions

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Section 1 – General

1.01 Definitions

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

- a) “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;
- b) “Board” means the board of directors of the Corporation;
- c) “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;
- d) “Chair” means the chair of the Board;
- e) “Corporation” means the Windsor Pride Centre that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f) “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g) “Member” means a member of the Corporation;
- h) “Members” means the collective membership of the Corporation; and
- i) “Officer” means an Officer of the Corporation

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 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. 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.

Section 2 – Directors

2.01 Election and Term

The Directors shall be elected by the Members. Directors shall be elected to hold office for a term of two (2) years that shall be from the date of the meeting at which they are elected or appointed until the next annual meeting. Directors may serve up to two (2) terms. The directors may, however, continue to act until their successors are elected.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b) if the Director dies;
- c) if the Director becomes bankrupt;
- d) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e) 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.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may fill a vacancy among the Directors;
- b) 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;
- c) 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
- d) 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.

2.04 Committees

Committees may be established by the Board as follows:

- a) 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.

2.05 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Executive Director or the Chair at any time and any place on notice as required by this by-law.

3.02 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.

3.03 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 9 of this by-law to every Director of the Corporation not less than 10 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.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall preside at Board meetings. In the absence of the Vice-Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

3.06 Participation by Telephone or Other Communication 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 permit 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.

Section 4 – Financial

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 [insert date] in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 – Officers

5.01 Officers

The Board shall appoint a Chair from among the Directors and may appoint any other person to be Vice-Chair, Treasurer, and Secretary at the Board's first meeting following the annual meeting of the Corporation. The same person may hold two or more offices of the Corporation. The Board may appoint 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

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

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Vice-Chair

The Vice-Chair 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.

5.06 Duties of the Treasurer

The treasurer 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.

5.07 Duties of the Secretary

The secretary 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.

Section 6 – Protection of Directors and Officers

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation 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 with whom or which any moneys, securities or effects shall be lodged or deposited 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 provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Conflict of Interest

7.01 Conflict of Interest

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or a 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.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 – Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other individuals 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

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

8.03 Disciplinary Act of Termination of Membership for Cause

- c) 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.
- d) 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

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:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of Directors; and
- g) 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 Meeting

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one third of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Section 55(1)(a) & (c)). Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)). Notice of each meeting must remind the Member of the right to vote by proxy (Section 65).

9.04 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 (Section 64(1)). 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.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the 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.

9.06 Voting of Members

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:

- a) each Member shall be entitled to one vote at any meeting;
- b) 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;
- c) an abstention shall not be considered a vote cast;
- d) 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;
- e) 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
- f) 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 favour of or against the motion.

9.07 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.

9.08 Persons Entitled to be Present

Any person may be invited to Members' meetings and is entitled to attend.

Section 10 – Notices

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 (Section 196), 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.

Section 11 – Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a Membership or to change the method of voting by Members not in attendance at a meeting of Members.

Enacted on the ___ day of _____, 20__.

Chair

Secretary

Section 12 - Dissolution

12.01 Dissolution

When the Corporation is dissolved and after its debts are paid, any property remaining shall be distributed or disposed of to a non-profit or charitable organization whose objects are beneficial to the LGBTIQ community.

Schedule A: Position Description of the Chair

Position: Chair

Authority and Responsibility

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 facilitates co-operative relationships among Directors and between the Board and senior management of the Corporation. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Requirements

Requirements of a Chairperson include:

- All of the requirements required of a Director;
- Leadership and management skills;
- Strategic and facilitation skills;
- Ability to act impartially and without bias;
- Tact and diplomacy;
- Political acuity;
- Ability to effectively influence and build consensus within the Board;
- Ability to establish a trusted advisor relationship with the Executive Director, Committee Chairs, and other Board Directors;
- Ability to make the necessary time commitment and required flexibility in schedule to meet the requirements of this leadership role, and to build strong relationships between the hospital and stakeholders;
- Ability to communicate effectively with the Board, funders, community partners and other stakeholders;
- Record of achievement in one or several areas of skills and expertise required for the Board;
- Governance and Board level experience in the non-profit sector.
- Commitment to equity, diversity and inclusion.

Term

The Chair is elected by the Directors at the first meeting following the Annual General Meeting. The Chair shall serve a one-year term. The Chair may be released at the end of the elected term, by resigning, or according to Windsor Pride Community's bylaws.

General Duties

- Provides leadership to the Board of Directors.
- Makes sure the Board adheres to its bylaws and constitution.
- Prepares the Board's agenda with input from Board Members and the senior staff person.
- Chairs meetings of the Board.
- Encourages Board Members to participate in meetings and activities.
- Keeps the Board's discussion on topic by summarizing issues.
- Keeps the Board's activities focused on the organization's mission.
- Evaluates the effectiveness of the Board's decision-making process.
- Chairs meetings of the Executive Committee.
- Makes sure that committee chairpersons are appointed.
- Orients Board Members and committee chairpersons to the Board.
- Serves as ex officio member of committees and attends their meetings when needed.
- Makes sure there is a process to evaluate the effectiveness of Board Members, using measurable criteria.
- Recognizes Board Members' contributions to the Board's work.
- Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- Plays a leading role in supporting fundraising activities.
- Promotes the organization's purpose in the community and to the media.
- Prepares a report for the Annual General Meeting.
- Orients the new Chairperson.
- Has no direct role in carrying out programs and services.
- Chairs the Executive Committee. This may include coordinating the committee's work, preparing the Board's agenda, and acting on behalf of the Board in emergencies outlined in the mandate.
- Makes sure that Board Members remain in their governance role. Paid staff and service volunteers implement and manage program and services.

Evaluation

A Chair's performance is evaluated annually based on the performance of assigned Chairperson's requirements and duties.

Review Date and Approval Date

Approval Date: _____

Review Date: _____

Schedule B: Position Description of the Vice-Chair

Position: Vice-Chair

Authority and Responsibility

The treasurer works collaboratively with the Chair and the Executive Committee to support the Board in achieving its mandate and fiduciary responsibilities.

Requirements

Requirements of a Chairperson include:

- All of the requirements required of a Director.

Term

The Vice-Chair is elected by the Directors at the first meeting following the Annual General Meeting. The Vice-Chair shall serve a one-year term. The Vice-Chair may be released at the end of the elected term, by resigning, or according to Windsor Pride Community’s bylaws.

General Duties

- Acts in the absence of the Chairperson.
- Serves on the Executive Committee.
- Learns the duties of the Chairperson and keeps informed on key issues.
- Works closely as consultant and advisor to the Chairperson.
- Prepares to serve a future term as Chairperson.
- Chairs at least one major committee.
- Acts as a signing officer for cheques and other documents.
- Orients the new Vice-Chairperson.

Evaluation

A Vice-Chair’s performance is evaluated annually based on the performance of assigned Vice-Chair’s requirements and duties.

Review Date and Approval Date

Approval Date: _____

Review Date: _____

Schedule C: Position Description of the Treasurer

Position: Treasurer

Authority and Responsibility

The treasurer works collaboratively with the Chair and the Executive Committee to support the Board in achieving its mandate and fiduciary responsibilities.

Requirements

Requirements of the Treasurer include:

- All of the requirements required of a Director;
- Some knowledge about financial management.

Term

The Treasurer is elected by the Directors at the first meeting following the Annual General Meeting. The Treasurer shall serve a one-year term. The Treasurer may be released at the end of the elected term, by resigning, or according to Windsor Pride Community's bylaws.

General Duties

- Serves on the Executive Committee.
- Gives regular reports to the Board on the financial state of the organization.
- Keeps financial reports on file.
- Chairs the Finance Committee.
- Orients the new Treasurer.
- Acts as signing officer, with another officer or Executive Director for cheques and other documents.
- Oversees the financial functioning of the organization and provide reports for the board.
- The Board Treasurer may oversee an independent audit from an outside accounting firm.
- Makes sure that all employee deductions are remitted.
- Keeps accurate accounts of Board receipts and disbursements for Board-related expenditures.
- Speaks for the budget in partnership with the executive director and Finance Committee.
- Makes sure all necessary financial reports are filed.

Evaluation

A Treasurer's performance is evaluated annually based on the performance of assigned Treasurer's requirements and duties.

Review Date and Approval Date

Approval Date: _____

Review Date: _____

Schedule D: Position Description of the Secretary

Position: Secretary

Authority and Responsibility

The secretary works collaboratively with the Chair to support the Board in fulfilling its mandate and fiduciary responsibilities.

Requirements

Requirements of the Secretary include:

- All of the requirements required of a Director.

Term

The Secretary is elected by the Directors at the first meeting following the Annual General Meeting. The Secretary shall serve a one-year term. The Secretary may be released at the end of the elected term, by resigning, or according to Windsor Pride Community's bylaws.

General Duties

- Serves on the Executive Committee.
- Keeps copies of the organization's bylaws and the Board's policy statements.
- Keeps lists of officers, Board Members, committees and General Membership.
- Notifies Board Members of meetings.
- Brings official minute book to meetings.
- Keeps record of Board attendance.
- Makes sure that there is a quorum at Board meetings.
- Keeps accurate minutes of meetings.
- Records all motions and decisions of meetings.
- Signs Board minutes to attest to their accuracy.
- Records all corrections to minutes.
- Keeps copies of minutes of both Board and committee meetings.
- Distributes copies of minutes to Board Members promptly after meetings.
- Conducts general Board correspondence.
- Keeps records of all Board correspondence.
- Files the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry.
- Makes sure members are notified of General Meetings.
- In the absence of the Chairperson and Vice-Chairperson, chairs Board meetings until the election of an alternate Chairperson.
- Orients the new Secretary.

Evaluation

A Secretary's performance is evaluated annually based on the performance of assigned Chairperson's requirements and duties.

Review Date and Approval Date

Approval Date: _____

Review Date: _____