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Article I. Title

Section 1.01. The title of this organization shall be Thunder Pride Association

Section 1.02. This document is the general by-laws of Thunder Pride Association. These by-laws regulate the transaction of business and affairs of Thunder Pride Association

Article II. Interpretation

Section 2.01. In these By-laws, unless the context otherwise requires,

- A) "AGM" refers to the Annual General Meeting.
- B) "Board Members" refers to those who have voting rights and sit on the current Board of Directors of Thunder Pride Association. These positions include: Chair, Vice-Chair, Secretary, Treasurer and four (4) Director-at-Large positions.
- C) "Officers" refers to the non-voting members of the Organization, which includes the: Sponsorship, Volunteer, Merchandise, and Education Director.
- D) "Good standing" refers to members who are up-to-date on their member dues and are not facing any forms of suspension.
- E) "Majority of votes" or "Majority vote" refers to a fifty-one (51) percent majority of the votes cast by the eligible voting members that are in attendance at a meeting when a vote is called.
- F) "Membership" refers to members in good-standing registered with the Organization.
- G) "Organization" refers to Thunder Pride Association. See Organizational Chart shown in Appendix C
- H) "Registered address" of a member refers to their address as recorded in the Register of Members.

Article III. Vision

Section 3.01. An LGBTQ2S+ community that supports all people of Thunder Bay and Northwestern Ontario to achieve their full potential. We strive to grow an inclusive and diverse community.

Article IV. Mission

Section 4.01. To advocate for, educate, advance, celebrate and create opportunities for those in the LGBTQ2S+ community to live safely and openly as themselves in Thunder Bay and Northwestern Ontario.

Article V. Finances

Section 5.01. The fiscal year of the Organization shall terminate on the thirtieth day (30th) of September in each year.

Section 5.02. The Audited Financial Statements, provided by a designated accounting firm, must be presented to, and passed by, the Board of Directors no later than the thirty-first (31st) day of October in each year.

Section 5.03. The Board of Directors shall designate to the Treasurer and Bookkeeper and any other persons, who are authorized to transact the financial affairs of the Organization. The resolution may allow the designated Director or other person the power to,

- A) Operate the Organization's accounts with financial institutions.
- B) Make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any cheque, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money.
- C) Issue an invoice for any orders with respect to the property of the Organization.
- D) Execute any agreements (or designate multiple signing officers) with respect to the financial affairs of the Organization.
- E) Authorize any Director to do any act or thing on the Organization's behalf to facilitate the financial affairs, with Board approval

Section 5.04. The securities of the Organization shall be deposited for safekeeping with one or more financial institutions or security dealers, as the Board of Directors may from time to time determine.

Section 5.05. The Treasurer will be responsible for all financial records, reports, and statements and will be the guardian of these documents, working in coordination with reports from the bookkeeper.

Article VI. Membership

Section 6.01. The membership of the Organization shall consist of such individuals whose application for admission to the membership has received and accepted by the Board of Directors, in its sole discretion.

- A) A completed membership form.
- B) Acceptance or rejection of membership will be communicated in writing (email will suffice).

Section 6.02. The term of annual membership starts at the beginning of one fiscal year and ends at the beginning of the next fiscal year. Individuals shall be eligible for annual membership in the Organization if they meet the following criteria:

- A) Support the objects and activities, including the Vision and Mission of the Organization, and
- B) Submit an application for membership or be nominated for membership by a Board Member or member, and
- C) Be approved for membership by the Board.

Section 6.03. Membership rates shall be determined by the membership at a duly scheduled AGM. Any rate changes will come into effect by a date determined by the membership.

Section 6.04. Membership fees are due at the time of applying for the membership. In the event that the prospective member is not accepted by the Board of Directors, the membership fee shall be refunded.

Section 6.05. Every member in good standing is entitled to,

- D) Attend Board Meetings of the Organization upon request.
- E) Vote at Special Meetings and at the AGM of the Organization.
- F) Put their name up for nomination at the AGM for an open position within the Board of Directors, or be selected by the Board of Directors to fill a vacancy on the Board of Directors.
- G) Receive communications from the Organization.
- H) Hold an officer position within the Organization.

Section 6.06. Membership in the Organization is not transferable. A register of Members shall be kept by the Secretary.

Section 6.07. Each member is entitled to one vote at Special Meetings and the AGM of the Organization.

Section 6.08. Membership in the Organization may be extended beyond the parameters listed in 6.03 and 6.04 when circumstances are brought to the Board Directors for review. The circumstances of membership extensions, waived fees, etc. must be brought up at a Board Meeting and receive the majority vote to pass.

Section 6.09. Membership shall cease,

- A) Upon the death of a member;
- B) When the due date of Membership payment is lapsed;
- C) If the member resigns by written notice given to the Secretary of the Organization;
- D) If the member violates the Code of Conduct; or
- E) Does not follow the values that are espoused by the Mission and the Vision

Section 6.10. Upon no longer being a Member of the Organization, the individual ceases to have the privileges listed in 6.0.5

Article VII. Annual General Meeting and Special Meetings of Members

Section 7.01. The Annual General Meeting (AGM) of the Organization shall be held within two (2) months of the end of the fiscal year and in any event no later than fifteen (15) months after the last AGM in subsequent years.

The following business shall be conducted at the AGM:

- A) Approval of the last AGM Minutes.
- B) Report from the Board of Directors.
- C) Presentation of the financial reports.
- D) Appointment of auditors and authorizing the Board of Directors to authorize the remuneration of the auditors.
- E) By-law additions, deletions, amendments, and the confirmation of previous changes.
- F) Approval and Indemnity of Directors
- G) Election of Executive Board Members and open Board positions.
- H) Any other business that is properly brought before the meeting.

Section 7.02. The AGM and Special Meetings are open to members in good standing. Members may attend by proxy. A proxy vote may only be assigned to another Member in good standing. No single Member may hold more than two proxy votes.

Section 7.03. The Vice-Chair of the Board will Chair the AGM and Special Meetings.

Section 7.04. The Secretary shall give notice to the members of the Annual General Meeting or of a General Meeting at least twenty-one (21) days before the date of the meeting. Two of the following methods may be used:

- A) Posting in a newspaper or flyer.
- B) Posting a community bulletin board.
- C) Faxing.
- D) Emailing.
- E) Posting on the Organizations website and social media pages.

Section 7.05. The AGM or Special Meeting will not be held as invalid due to accidental omissions when sending out the notice.

Section 7.06. For Quorum to be met for the Annual General Meeting, the following must apply:

- A) At least two (2) of the Chair, Vice Chair, Treasurer and Secretary are present.
- B) At least fifty-one (51) percent of voting members of the Board of Directors are present.
- C) At least ten (10) members who are not a part of the Board of Directors are present.

Section 7.07. In the event that quorum is not met within thirty (30) minutes of the start time of the AGM. The meeting will be adjourned, and a new notice subject to 7.04 will be sent out. The agenda will not be modified for the rescheduled meeting.

Section 7.08. A call for agenda items will be sent out to the Membership thirty (30) days before the date of the AGM. Agenda items are to be submitted by email to the Secretary. The deadline for agenda items will be thirty (30) days before the date of the AGM.

Section 7.09. The Board of Directors will review and document membership requests for agenda items, and approve or reject them by simple majority and publish the AGM agenda.

- A) The Board of Directors will only reject items from the AGM agenda proposed by members if it does not support the Organization's policies, Mission and Vision statements.

Section 7.10. The membership shall vote on any resolutions arising at the AGM and any Special Meeting. A voting apparatus will be given to each member eligible to vote. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall cast the deciding vote.

- A) If a member is unable to attend, they may vote by proxy.
- B) The proxy vote must be a member in good standing.
- C) The proxy vote must be received by email by the Board Secretary.
- D) A single member may not hold more than two proxy votes.

Section 7.11. The following items require a majority vote to be considered adopted by the membership:

- A) Confirmation of amendments to the By-laws.
- B) Amendments to the name of the Organization or its letters patent
- C) Amendments to the structure of the Organization.

D) Amendments to the Vision and Mission of the Organization.

E) The decision to dissolve the Organization or sell all or substantially all of its assets.

Section 7.12. The Board of Directors shall call a Special Meeting:

A) At their discretion, as suits the needs of the Organization.

B) If at least ten (10) percent of the members of the Organization request that a Special Meeting be called. This shall be known as a call for a Special Meeting and must be submitted in writing to the Secretary with the signatures of the members wishing to hold to a Special Meeting.

Section 7.13. When a Special Meeting is called by the membership, the Board of Directors must hold the Special Meeting within thirty (30) days upon receiving the notice of a call for a Special Meeting.

Section 7.14. Special Meetings will be subject to 7.10 and 7.12.

Section 7.15. The requirements set out in 7.06 are needed for Quorum to be met for a Special Meeting.

Section 7.16. Agendas for Special Meetings will be Signed by all those members requesting the meeting, and shall state the general nature of the business to be presented at the meeting with an agenda.

Section 7.17. All meetings shall have recorded minutes.

Article VIII. Board of Directors

Section 8.01. The affairs of the Organization shall be managed by a Board of Directors.

Section 8.02. To be eligible to be appointed to the Board of Directors, a person must,

A) Be at least eighteen (18) years of age.

B) Be a member of the Organization at the time of their election and shall remain a member throughout their term of office.

C) Not be an undischarged bankrupt.

D) Adhere to the code of conduct policy.

E) Adhere to all organization policies.

Section 8.03. In addition to the eligibility requirements listed in Section 8.02, Executive Board Members must also meet the following requirements in order to stand for election:

- A) Have five (5) signatures from members of the organization who are in good standing and have been members of the organization for a minimum of one (1) year.
- B) Been a member in good standing of Thunder Pride Association at the time of election.

Section 8.04. Board of Director Members

- A) The Board of Directors will have a maximum of eight (8) Directors, which are elected at the AGM., four (4) Executive Board Members and four (4) at-large Board Members. No person may hold more than one of the eight (8) total Board seats.
- B) If Board of Directors do not meet the requirements outlined in 8.01, their appointment will be revoked.
- C) Vacant Board of Directors positions will be filled by a super-majority vote by the Board of Directors at a subsequent meeting.

Section 8.05. Executive Board Members

The Board of Directors will have four (4) positions dedicated to Executive Board Members.

- A) Open positions for Executive Board Members are to be elected by the membership at a duly convened AGM.
- B) The election will be done by a show of hands. In the event that more than two candidates are running for the same position, a ranked ballot will be used. In the event that two or less than two candidates are running for a position, any single candidate may request a secret ballot.
- C) All open positions will be voted on at the AGM.
- D) If there is an equal number of candidates to open positions a yes and no vote will be conducted for each candidate. To be successful, a candidate must receive more “yes” than “no” votes. If more “no” votes are cast, the position will remain vacant.
- E) The candidate with the highest number of votes will be elected into the position that they are running for.
- F) Vacant Executive Board Member positions may be filled by the Board of Directors at a duly convened Board Meeting with a majority of votes in favor of appointment.

Section 8.06. All Board Member positions can only be occupied by a single person.

Section 8.07. General duties of a Board Member include,

- A) Attending and participating in regularly scheduled meetings of the Board of Directors, attending meetings of Committees they sit on, and the General Meetings of the Organization.
- B) Maintaining regular communications (responding to emails and requests for voting/opinions).
- C) Attending and assisting with important functions of the Organization (including, but not limited to, fundraising, events and press conferences).
- D) Maintaining confidentiality of all board discussions except those identified explicitly by the Board for public or private disclosure, and showing high levels of discretion regarding the affairs of the Organization.
- E) Undertaking such other responsibilities as may from time-to-time be assigned to them by the Board of Directors.
- F) Disclosing any conflict of interest as defined in the article entitled Conflict of Interest.

Section 8.09. If the Board Member's membership is not in good standing within 30 days following the date of suspension, they shall be removed as a Board Member and their position becomes vacant.

Article IX. Terms

Section 9.01. The following fixed term length will be enacted for Board Members.

- A) A Director at Large have a two year term with no maximum term limits.
- B) An Executive Director's term is two years and be allowed to serve for a maximum of three consecutive terms.

Section 9.02. Terms are set from the date of appointment and are rounded down to the next fiscal year end.

Article X. Removal of Directors

Section 10.01. A Board Member may be removed for any the following reasons,

- A) The Board Member has a conflict of interest with the Organization that cannot be reconciled.
- B) The Board Member is failing to discharge their fiduciary duties as a Director of the Organization.
- C) The Board Member misses three consecutive meetings, without a reason and communication to the Directors.
- D) The Board Member has been charged with a crime that is of the nature of a breach of trust involving property or persons, is of a nature which will harm Thunder Pride Association's reputation or the reputation of its employees, Directors, directors, or members and is of a nature which will make it difficult or impractical to carry out their function as a Director.
- E) Their position is removed from the Board of Directors Organization Chart, after a resolution is passed at a Board meeting and further passed at the AGM.
- F) The Board Member is an undischarged bankrupt.
- G) The Board Member ceases being a member of the Organization.

Section 10.02. In the event that a Director is to be considered for removal, the following will take place:

- A) Board will call a special meeting for the purposes of hearing the complaint against the member.

- B) The meeting agenda will contain the allegations made against the member, and if applicable, a summary of the investigation conducted into the matter.
- C) The member who is to be considered for removal shall have the opportunity to participate in the investigation and know the case against them.
- D) The member who is to be considered for removal shall have the opportunity to participate in the special meeting and may make representations either verbally or in writing to the Board at that time.
- E) Upon the completion of the hearing, and upon each of the Board Members having the opportunity to ask questions of the member to be removed, the member subject of the removal action will leave the meeting, and the remaining Board Members shall deliberate and vote on whether the Member is to be removed, or remains in their position.
- F) All proceedings related to the removal of a member shall be *in camera* and only the decision of the Board will be recorded in the minutes available to the public.
- G) The decision of the Board shall provide written reasons for their removal which is to be provided to the member being removed, but shall not, unless a motion is passed by the Board at a subsequent meeting, be made public. The written reasons of the Board shall be passed by the board at a subsequent meeting, even if the decision to terminate the Board Member had already passed at the special meeting of the Board to consider the removal of the Director. The decision to make the reasons for removal public will depend on whether the Board believes that it is in the best interest of the Thunder Pride Association to publish those reasons. Under no circumstances will the minutes of the meeting at which the removal was deliberated be made public by Thunder Pride Association (except for the purposes of advancing or defending litigation related to the hearing or the underlying conduct), without the prior unanimous consent of all involved in the *in camera* meeting.
- H) A member is considered removed when a simple majority (51%) vote is cast in favour of removal, following all of the above processes.

Article XI. Meetings of the Board of Directors

Section 11.01. Meetings of the Board of Directors may be called by the Chair of the Board of Directors or any two Board Members for the purpose of considering such business as may be set out in the notice. All meetings shall have recorded minutes.

Section 11.02. The Secretary of the Board is responsible for producing, distributing, and keeping records of the Board Minutes.

Section 11.03. All recorded minutes are to be approved at the following meeting. Upon being approved at a subsequent meeting, the meeting minutes are to be released or made available to the membership within seven (7) days of their approval.

Section 11.04. Subject to 11.01, meetings of the Board of Directors may be conducted by telephone, internet, or similar technology that provides for simultaneous instant communication.

Section 11.05. Notice of meetings of the Board of Directors should be given at least five (5) working days before the date of the meeting; Only emergency meetings may be called on less notice, and are subject to the unanimous consent of all Board Members in attendance.

Section 11.06. The Board of Directors shall meet no less than ten (10) times a year. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. Supplementary meetings must be preceded by at least five (5) days' notice unless all Board Members are present and in unanimous agreement to hold a meeting, or if those not present have consented (verbally or in writing) to hold a meeting in their absence. For this purpose, notice is considered given when an email is sent to the Board Member's Thunder Pride Association email address.

Section 11.07. The Board of Directors may, on behalf of the Organization, exercise all the powers that the Organization may legally exercise under the Act, the Letters Patent or otherwise, unless the Board Members are restricted by law or by the Membership from exercising those powers. These powers include, but are not limited to, the power to,

- A) Enter into contracts or agreements.
- B) Make banking and financial arrangements.
- C) Execute documents.
- D) Direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Organization.
- E) Purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities, or any rights or interests for such consideration and upon such terms and conditions as the Board Members may consider advisable.
- F) Borrow on the credit of the Organization for the purposes of operating expenses, or on the security of the Organization's real and personal property.
- G) Purchase insurance to protect the property, rights, and interests of the Organization and to indemnify the Organization, its members, Directors, and Directors from any claims, damages, losses, or costs arising from or related to the affairs of the Organization.
- H) Hire, evaluate, compensate, and terminate all full-time, part-time or contract employees of the organization.

- I) Make any changes to the Organization’s organizational structure and number of Managing Members.
- J) Determine the Organization’s strategic priorities and direction.

Section 11.09. A quorum for the transaction of business at meetings of the Board of Directors shall be 51% of the current number of serving Board Members.

Section 11.10. No error or omissions with respect to notice for a meeting of the Board of Directors shall invalidate the meeting or invalidate or void any proceedings taken or had at the meeting.

Section 11.11. The Board Members shall vote on any resolutions arising at any meeting of the Board of Directors. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall cast the deciding vote.

Section 11.12. The Chair of the Board cannot vote, or move motions at any meeting of the Board of Directors or Committee.

Section 11.13. If in person meetings are unable to take place, by telephone or other electronic method and 11.12 applies irrespective of the method of meeting.

Section 11.14. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes, as approved by the Board, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the vote recorded in favor or against any resolution.

Article XII. Board Executive

Section 12.01. Executive of the Board of Directors will include, the following positions and be voted in by Each position will be appointed by 51% majority vote at the AGM that corresponds with the end of their term.

- A) Chair
- B) Vice-Chair
- C) Treasurer
- D) Secretary

Section 12.02. Details of the roles and responsibilities for the Board Executive are outlined in Appendix A

Section 12.03. Details of non-Board Executive roles and responsibilities are outlined in Appendix B

Article XIII. Indemnification

Section 13.01. The Organization shall indemnify and hold harmless the Board Members, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against,

- A) All costs, charges, and expenses whatsoever that they sustain or incur in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them in the execution of the duties of their office.
- B) All other costs, charges, and expenses that they sustain or incur in or about or arising from or in relation to the affairs except costs, charges, or expenses thereof as are occasioned by their own willful neglect or default, or through dishonesty, bad faith or fraud.

Article XIV. Conflict of Interest

Section 14.01. Every Board Member who has any direct or indirect interest in a contract or proposed contract with the Organization shall,

- A) Declare their interest at the first meeting of the Board of Directors after which they became interested or aware of any such interest.
- B) Request that their declaration be recorded in the minutes of the meeting.
- C) Not vote on any resolution, participate or be present for any discussion with respect to the resolution concerning the contract or proposed contract.

Article XV. Agents and Employees

Section 15.01. The Board of Directors may appoint and retain any agents, employees, and advisors that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board of Directors.

Section 15.02. The hiring or retaining of any agents, employees, and advisors must be brought to the attention of the Board of Directors at a Board Meeting or through a special request email and must be agreed upon with 51% majority.

Article XVI. Dissolution

Section 16.01. In the event that the Organization dissolves, and, after payment of liabilities, all assets, exclusive of archival and library holdings, shall be distributed to Canadian-registered charities and not-for-profit organizations devoted to the interests of the gender and sexually diverse community.

Article XVII. Insurance

Section 17.01. The Organization must maintain an insurance policy that covers both general liability, officer liability and Director liability. The amounts of coverage as well as additional insurance products will be determined by the Board of Directors.

Article XI. Policies

Section 16.01. The Organization will maintain a set of policies and procedures that help guide the actions of all members. These are a living document that is guided by the Board of Directors, but exist apart from the By-Laws in that they can be amended and updated outside of the AGM.

Article XII. Amendments

Section 17.01. By-laws of the Organization may be enacted, repealed, amended, added to, or re-enacted by the membership of the Organization during an AGM or Special Meeting of Members.