

# Bylaws of Fierté Sudbury Pride

Revised October 2nd, 2024

**Last Comprehensive Review  
August 24, 2024**

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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 Fierté Sudbury Pride;
- c. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of Fierté Sudbury Pride as amended and which are, from time to time, in force;
- d. “Co-chair” means either of the chairs of the Board;
- e. “Corporation” means the corporation 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 Fierté Sudbury Pride by whatever name they are called;
- g. “Member” means a member of Fierté Sudbury Pride;
- h. “Members” means the collective membership of Fierté Sudbury Pride; and
- i. “Officer” means an Officer of Fierté Sudbury Pride

## **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.

## **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 Fierté Sudbury Pride 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 Fierté Sudbury Pride to be a true copy thereof.

## Section 2 – Directors

### Electing and Appointing Directors

#### 2.01 Powers

The directors of Fierté Sudbury Pride may administer the affairs of Fierté Sudbury Pride in all things and make or cause to be made for Fierté Sudbury Pride, in its name, any kind of contract which Fierté Sudbury Pride 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 Fierté Sudbury Pride is by its charter or 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/or other property, movable or immovable, real or personal, or any right or interest therein owned by Fierté Sudbury Pride, for such consideration and upon such terms and conditions as they may deem advisable.

#### 2.02 Board of Directors

The affairs of Fierté Sudbury Pride shall be managed by a board of six (6) to eight (8) directors, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office shall be a member of Fierté Sudbury Pride. Each director shall be elected to hold office until the first annual meeting after they have been elected or until their successor shall have been duly elected and qualified. Duties of Board of Directors are described in Schedule A.

#### 2.03 Election and term

The Directors shall be elected by the Members. A nominee must be nominated by an existing member who is in good standing. The nominating member must complete and sign the nomination form and send it to the person they are nominating. If the nominee chooses to accept the nomination, they must complete the remainder of the nomination form and submit it to the secretary.

The Members will elect

- one half of the Directors for a 2-year term, and
- one half of the Directors for a 1-year term.

After this time, newly elected Directors shall be elected for 2 year terms.

#### 2.04 Vacancies

A Director will stop holding office immediately, if they:

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

### **2.05 Removal of a Director**

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting (with 10% of members present) with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

When a director is not fulfilling their duties, has violated the board of directors code of conduct, or has failed to disclose a conflict of interest, the other Directors may vote to remove them. A director's resolution for removal of two thirds ( $\frac{2}{3}$ ) majority vote is required to remove a director.

### **2.06 Filling vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or 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 or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors by a majority (51%) vote.

### **2.07 Quorum of directors to appoint an interim director**

The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members. Should the total number of interim directors exceed one-third of the Board, then a Special Members Meeting must be called within 21 days by the Board of Directors.

### **2.08 Length of term of office for a Director filling a vacancy**

The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

### **2.09 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.

### **2.10 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; and
- b. 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.

This section was...

Last Reviewed: August 24, 2024

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## **Section 3 – Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by a Co-Chair or any 2 Directors at any time and any place on notice as required by the Notices Section of this Bylaw. Board meetings must be held every 30-60 days.

### **3.02 Notice for Board Meetings**

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of Fierté Sudbury Pride in the manner provided in the Notices Section of this Bylaw.

Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held.

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

### **3.03 Board Meeting without advanced notice**

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of Fierté Sudbury Pride.

### **3.04 Chairing of Board meetings**

The board meeting will be presided over by each director on a rotating basis.

### **3.05 Voting**

Each Director, including the Co-Chairs, has one vote. Questions arising at any Board Meeting will be decided by consensus unless otherwise required by the Act.

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

If all of the Directors of Fierté Sudbury Pride consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

This section was...

Last Reviewed: August 24, 2024

Last Updated: August 24, 2024

## Section 4 – Officers

### Appointments and Removals

#### 4.01 **Officers**

The Board will not appoint officers. Co-Chairs (2), Treasurer and Secretary will be decided by the membership at the annual general meeting. The Board may appoint leads for committees as it deems necessary. These leads will have authority and duties as the Board assigns.

The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer.

Youth Representative(s) (at least one): Youth Representatives shall be elected by other youth during Pride Prom, or an equivalent youth-centered event, organized during Pride Week, for two-year mandates.

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

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- if the Officer resigns by written notice to Fierté Sudbury Pride, which resignation shall be effective at the time it is received by Fierté Sudbury Pride or at the time specified in the notice, whichever is later;
- if the Officer dies;
- if the Officer becomes bankrupt;
- if the Officer is found to be incapable of managing property by a court or under Ontario law, or;
- 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 Officer before the expiration of the Officer's term of office.

#### 4.03 **Reasons for removing an Officer**

An Officer may be removed for any of the following reasons: theft, mismanagement, perjury, violating board of directors' code of conduct, or failing to fulfill duties.

#### 4.04 **Duties**

Each Officer will perform the duties specified in Schedules A through Schedule D of this Bylaw required by law and as the Board may determine from time to time. Officers will be responsible for the duties assigned to them but they may delegate to other members the performance of any or all of such duties.

#### 4.05 **Duties of Co-chairs**

The Co-Chairs will perform the duties specified in Schedule B of this Bylaw required by law and as the Board may determine from time to time.

#### 4.06 **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.

#### 4.06 **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.

This section was...

Last Reviewed: October 5th, 2024

Last Updated: October 5th, 2024



## **Section 5 – Protection of Directors and Others**

### **5.01 Protection of Directors and Officers**

No Director, Officer or committee member of Fierté Sudbury Pride is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of Fierté Sudbury Pride or for joining in any receipt or for any loss, damage or expense happening to Fierté Sudbury Pride through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of Fierté Sudbury Pride or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to Fierté Sudbury Pride 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 Fierté Sudbury Pride 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 Fierté Sudbury Pride’s articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

This section was...

Last Reviewed: August 24, 2024

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## **Section 6 – Conflicts of Interest**

### **6.01 Conflict of interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with Fierté Sudbury Pride or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with Fierté Sudbury Pride shall make the disclosure required by the Act. No such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

This section was...

Last Reviewed: August 24, 2024

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## **Section 7 – Members**

### **7.01 Members**

Membership in Fierté Sudbury Pride shall consist of two classes of Members, Individual Members and Organizational Members. The Board may, by resolution, approve the admission of the Members of Fierté Sudbury Pride. The following conditions of Membership shall apply:

#### **Individual Members**

Individual Members shall be persons who have applied and been accepted for an Individual Membership in Fierté Sudbury Pride.

- i. The term of Membership of an Individual Member shall be one year, subject to renewal in accordance with the policies of Fierté Sudbury Pride.
- ii. As set out in the articles, each Individual Member shall be entitled to receive notice of, attend, and vote at all meetings of Members and each such Individual Member shall be entitled to one (1) vote at such meetings.

#### **Organizational Members**

- i. Organizational Members shall be a community organization who have applied and been accepted for Organizational Membership.
- ii. The term of Membership of a Organizational Member shall be one year, subject to renewal in accordance with the policies of Fierté Sudbury Pride.
- iii. Subject to the Act and the articles, an Organizational Member shall be entitled to receive notice of, attend, and vote at all meetings of Members and each such Organizational Member shall be entitled to one (1) vote at such meetings. Organizational Members are not included in the 10% membership attendance needed for quorum at Annual General Meetings and Special Member Meetings. An individual person cannot represent as both an Individual Member and Organizational member, and as such, they would only be entitled to one vote.

### **7.02 Membership**

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

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

- a. The board of directors may cancel the membership of, or refuse membership to, any individual whose actions are contrary and harmful to the objectives and policies of Fierté Sudbury Pride. In the instance that a membership application is not approved, the candidate may request reasoning from the Board of Directors.
- b. 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.
- c. 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.

This section was...

Last Reviewed: August 24, 2024

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## **Section 8 – Members’ Meetings**

### **8.01 Annual Meeting**

The Board will decide the date and place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario. Any Member, upon request, shall be provided, not less than ten (10) business days or other number of days prescribed in regulations before the annual meeting, with an electronic or physical copy of the approved financial statements and/or other financial information required by the By-laws or articles.

### **8.02 Agenda of the Annual Members’ Meeting (AGM)**

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous year
- d. a report from the auditor or the person appointed to review the nonprofit’s finances
- e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
- f. elect directors, and
- g. any new or special business that was included in the notice of the meeting

### **8.03 Members adding to the agenda**

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting (but no more than 90 days prior) in accordance with the Act, so that such items of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.

### **8.04 Special Members’ Meetings**

The Directors may call a special meeting of the Members. The Board will convene a Special Members’ Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of Fierté Sudbury Pride 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 request.

### **8.05 Notice**

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members’ Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement. 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, and state the text of any special resolution to be submitted to the meeting

### **8.06 Members can join Members’ Meetings online or by phone**

A Member may participate in a Members’ Meeting by telephone or an electronic means. The electronic means must:

- allow all participants to communicate adequately with each other during the meeting
- allow you to verify the identity of anyone casting a vote

A Member participating in the above ways is deemed to be present at that meeting. Members’

Meetings may not be held entirely by electronic means.

#### **8.07 Quorum**

A quorum for the transaction of business at a Members' Meeting is 10% of Members entitled to vote at the meeting. 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.

#### **8.08 Chair of the meeting**

One of the Co-Chairs shall be the chair of the Members' Meeting. In the absence of both Co-Chairs, 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.

#### **8.09 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.

#### **8.10 No proxy votes**

If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

#### **8.11 Adjournments**

The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. 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.

#### **8.12 Persons Entitled to be Present**

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of Fierté Sudbury Pride (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.

This section was...

Last Reviewed: August 24, 2024

Last Updated: August 24, 2024

## **Section 9 – Notices**

### **9.01 Services**

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 of Fierté Sudbury Pride shall be delivered by email or other electronic means to any such Member at the Member's latest address as shown in the records of Fierté Sudbury Pride; and to such Director at his or her latest address as shown in the records of Fierté Sudbury Pride or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **9.02 Counting of days**

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 will, unless it is otherwise provided, be counted in such number of days or other period.

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

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where Fierté Sudbury Pride has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

This section was...

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## **Section 10 – Finances & Signing Authority**

### **10.01 Financial year**

The financial year of Fierté Sudbury Pride ends on December 31st in each year or on such other date as the Board may from time to time by resolution determine.

### **10.02 Banking**

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

This section was...

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Last Updated: August 24, 2024

# Section 11 – Adoption and Amendment of Bylaws

## 11.01 Amendments to By-laws

This By-law may be amended by a majority vote (51%) of the Board and the Members.

This section was...

Last Reviewed: August 24, 2024

Last Updated: August 24, 2024

Enacted

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Name (printed)

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Signature

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Name (printed)

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Signature

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Name (printed)

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Signature

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Name (printed)

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Signature

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Name (printed)

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Signature

Date \_\_\_\_\_

# **Schedule A – Responsibilities of Individual Board Members**

## **Role statement**

Board members are responsible for ensuring that the organization is fulfilling its mission, is looking to the future, is adhering to applicable laws and regulations and is meeting high standards in its financial and human resource practices.

## **Accountability**

The Board of Directors is collectively accountable to the members, the community, funders and other stakeholders.

## **Authority**

Individual board members have no authority to direct or make requests of staff or to speak on behalf of Fierté Sudbury Pride unless they are given such authority by the board.

## **Time Commitment**

Six hours a month (board and committee meetings, preparing meetings, participation in board retreats, and attending special events), with more time required during the month of Pride Week.

## **Term of Office**

Two year term, renewable once (unless otherwise determined by the board).

Each individual board member is expected to:

- know the organization’s mission, policies, programs, and needs as well as understand its collective purpose
- reliably read and understand the organization’s financial statements and board materials in advance of meetings
- serve as active advocates and ambassadors for the organization
- fully engage in identifying and securing the financial resources and partnerships necessary for the organization to advance its mission
- leverage connections, networks, and resources to develop collective action to achieve the organization’s mission
- prepare for, attend, and conscientiously participate in board meetings
- support board decisions once made
- participate fully in one or more of Fierté Sudbury Pride’s committees
- engage in learning opportunities to better understand the community we serve
- respect the experiences of all who bring their voices and lived experiences into the boardroom and the organization
- uphold the legal duties and laws regarding nonprofit governance
- follow the organization’s bylaws, policies, and board resolutions
- sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- Attend and participate in the Annual General Meeting
- maintain confidentiality about all internal matters of the organization
- take lead on organizing at least one (1) event throughout the year
- attend at least 80% of board meetings

## **Evaluation**

Individual directors will be encouraged to evaluate their own performance and such an evaluation may be done by each person as part of an evaluation of the whole board and its

functioning as a governing body.

**Resignation and Removal of a Board Member**

If a board member chooses to resign prior the completion of a normal term, a letter to the board is expected.

A director may be removed from the board, by majority vote, for not abiding by the code of conduct or other policies that apply to the board and its members. Being absent from three consecutive board meetings without notice and reasonable cause may also result in the automatic removal from the board unless it otherwise decides.

## **Schedule B – Position Description of the Co-Chairs**

### **Role Statement**

The Co-Chairs provide leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Co-Chairs coordinate Board activities to fulfill its governance responsibilities and facilitate co-operative relationships among Directors. The Co-Chairs ensure the Board discusses all matters relating to the Board's mandate.

### **Accountability**

The Co-Chairs serve, and are accountable to, the board of directors and membership of Fierté Sudbury Pride

### **Authority**

The Co-Chairs have no formal authority to direct the board or the affairs of Fierté Sudbury Pride, unless otherwise authorized. Like other board members, they are entitled to make motions and vote on matters before Fierté Sudbury Pride. The co-chairs may not, on behalf of Fierté Sudbury Pride, enter into contracts without the knowledge and approval of the board and/or the Executive Committee of the board.

### **Time Commitment:**

Ten to fifteen hours a month, with more time being required during the month of Pride Week.

### **Term of Office:**

Two-year terms, overlapping by one year and renewable once (unless otherwise determined by the board).

### **Responsibilities**

#### **Agendas**

Establish agendas aligned with annual Board goals. 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 public, membership and committees.

#### **Performance Appraisal**

Lead the Board in monitoring and evaluating the performance of committees 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.

#### **Reporting**

Preparing and reporting to the AGM on the activities of the Board of Directors. Serving as signatory for certain organizational documents.

#### **Representation**

Serve as the Board's primary contact with the public.

#### **Reporting**

Report regularly to the Board on issues relevant to its governance 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 the Board.

#### Committee Membership

At least one co-chair must serve as a member on every Board committee.

#### Connection building

Organizing an annual board social gathering (e.g. holiday dinner/potluck)

#### **Preferred qualifications:**

- Facilitation and meeting chairing experience and skills
- Previous board experience
- Member of the Fierté Sudbury Pride

#### **Development & Evaluation**

- The co-chairs shall regularly consult the board on their expectations of their role and assess their performance and identify areas for improved effectiveness

Removal of a Co-chair

- Unless otherwise indicated in the by-laws, one or both co-chairs may be removed by a special resolution of the Board or by the Members at a Special Members Meeting, for which advance meeting notification has been given to all directors, and where the resolution is duly moved and seconded and passed by a majority of directors present.

## **Schedule C – Position Description of the Treasurer**

### **Role Statement**

The treasurer works collaboratively with the Co-Chairs to support the Board in achieving its fiduciary responsibilities.

### **Accountability**

The board treasurer is an executive and voting member of the board of directors of Fierté Sudbury Pride and appointed in a manner consistent with the bylaws. They are accountable to the Board for the fulfillment of the duties and responsibilities outlined below.

### **Authority**

The treasurer, as other board members, has no authority to direct staff or take independent action on matters outside of the duties outlined unless given such authority by the Board.

### **Time Commitment**

Ten hours per month (board meetings, meetings with the Executive Director and committee meetings), with more time being required during the month of Pride Week.

### **Term of Office**

Two years, renewable once (unless otherwise determined by the board).

### **Responsibilities**

#### **Custody of Funds**

The treasurer shall have the custody of the funds and securities of the Fierté Sudbury Pride and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of Fierté Sudbury Pride in the books belonging to Fierté Sudbury Pride and shall deposit all monies, securities and other valuable effects in the name and to the credit of Fierté Sudbury Pride in such chartered bank, credit union 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 Fierté Sudbury Pride 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 Fierté Sudbury Pride. Ensure that excess funds and reserves are properly held and invested. Verify that donations are handled appropriately and that grants and service delivery contracts are accounted for in accordance with the requirements of funders. 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 duties**

Present to the Members at the annual meeting as part of the annual report, the financial statement of Fierté Sudbury Pride approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, if applicable. Assist in the preparation of the annual budget and its presentation to the board for approval. Ensure that the appropriate monthly or quarterly financial statements are presented to and reviewed by the

board. Ensure that the board monitors the organization's financial performance and alerts it to any important discrepancies between planned and actual figures. Ensure that payroll and other liabilities are settled in a timely manner. Serve as a co-signer of cheques with at least one other signing officer.

#### Reporting

Ensure that government tax filings and remittances are submitted on a timely basis. Assists the Executive Director and Board Chair with the development and presentation of the annual report.

#### Policy development

Oversee the development of high level financial policies and their approval by the board. Ensure that good financial record keeping procedures are in place for dealing with revenues and expenditures and banking practices.

#### Preferred qualifications

- Commitment to the organization's mission and strategic directions
- A understanding of, and experience with, good financial management and reporting practices
- An appreciation of the kind and level of financial information needed at a board level by their organization to support decision making
- An ability to commit the time required to fulfill the responsibilities described



## **Schedule D – Position Description of the Secretary**

### **Role Statement**

If appointed, the secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

### **Accountability**

The board secretary is an executive officer of Fierté Sudbury Pride and member of the Board of Directors. The secretary is to be appointed in a manner consistent with the bylaws. The Secretary is accountable to the Board and, like other board members, has no authority to direct staff.

### **Time Commitment**

Ten hours a month (board meetings, executive committee meeting and secretarial duties as described below), with more time being required during the month of Pride Week.

### **Term of Office**

Two years, renewable once (unless otherwise determined by the board).

### **Responsibilities**

#### **Board Conduct**

Support the president 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**

The maintenance of an up-to-date list of names and addresses of the Members. Maintenance of a full contact list of board members including board member appointment dates, term of appointments and board member biographies. The accurate recording and distribution of the minutes of Board of Directors meetings. The minutes should reflect the format and level of detail that the Board has considered and decided upon. Have custody of all minute books, documents, and registers and ensure that they are maintained as required by law. The maintenance of a file or manual of governance policies and a systematic schedule for their review as determined by the board. The accurate recording and distribution of the minutes of the Fierté Sudbury Pride's Annual General Meeting is managed appropriately.

#### **Communication**

The management of external correspondence and ensuring that requests made of the Board of Directors, or relevant to the governance of Fierté Sudbury Pride, are reported and responded to in a timely manner.

#### **Reporting**

Ensure that all reports are prepared and filed as required by law or requested by the Board. This includes oversight of Fierté Sudbury Pride's incorporation and charitable registration status and the facilitation of all annual filings of required reports and information.

#### **Meetings**

Give such notice as required by the By-Laws of all meetings of Fierté Sudbury Pride, the Board and Board committees. Attend all meetings of Fierté Sudbury Pride, the Board and Board committees. In the event that the Secretary is unable to attend a meeting where minutes or notes are to be taken, it is the secretary's responsibility to find an alternate.

In the event of a change of Secretary at an AGM, the incoming secretary will assume the responsibilities of the office at the first Directors' meeting following the new officer's election or appointment.

**Preferred Qualifications**

- A commitment to, and a clear understanding of the mission of the organization
- One year of previous service on the Board
- Knowledge of the meeting procedures, decision-making rules, governance policies and the bylaws of Fierté Sudbury Pride
- An adequate level of writing proficiency and access to a computer for word processing purposes