

[2007-08-17: suggested changes to the Halifax Pride By-Laws, sent from Hugo Dann to the Pride Committee members]

Suggested Pride Board Modifications

I suggest these measures be discussed by the Committee and, subject to revision, be put before the Membership of the Society at the AGM to be voted on as a slate. As most of you already know, I'm suggesting that these recommendations be put in place for one year only, with an understanding that the Board Governance Sub-committee will examine different models from other Prides, and organizations such as Jazz East; and a new, more permanent, set of By-laws and Policies will be voted on by the membership at the 2008 AGM.

Under this proposal, the Pride Committee will have a three tiered structure. The purpose behind these changes is to provide a clear chain of command and accountability.

The Board of Directors will be our Parliament, elected by and accountable to the membership, setting the policies and determining the course of our actions.

The Executive Committee will be composed of the Officers of the Society and two Members-at-large, will be like the Prime Minister and Cabinet.

The staff, or civil service, will ensure that all the things that need to get done are done, that our major programs and initiatives are carried out in a timely and professional manner. The staff will have a significant advisory capacity, especially in their specific areas of endeavour, but they will not have a vote.

I really look forward to all your comments and questions. – Hugo.

Changes to the bylaws are indicated in ***bold italics***.

Mission & Values

Halifax Pride is a not-for-profit organization of volunteers dedicated to producing a Lesbian, Gay, Bisexual, Transgender and Queer (LGBTQ) Pride Week Festival. Our mission is to produce a Pride Week that is:

- Accessible to all;
- Fiscally responsible;
- Rewarding for all who participate, and
- Reflecting and celebrating the best of the LGBTQ community and culture in Halifax and throughout Nova Scotia.

Our Pride Values

PROFESSIONALISM

...means being committed to the highest standards of achievement on behalf of our communities.

RESPECT

...means being sensitive and responsive to the rights of all individuals, including those who dissent.

INTEGRITY

...means conducting our business with honesty and transparency.

DEVELOPMENT

...means development of our community, fostering liaisons and partnerships with all communities (including non-urban and non-queer), enhancing the quality of life for all Nova Scotians.

EXCITEMENT

...means having fun producing a Pride Week that we want to be exciting for all Nova Scotians and visitors.

BYLAWS of Halifax Pride Committee

DEFINITIONS

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
 - (a) "Society" means Halifax Pride Committee;
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

- (c) The “ordinary or annual general meeting (***referred herein as the annual general meeting or AGM***) shall be held within three months after the end of Halifax Pride Week.
- (d) An extraordinary general meeting of the Society (***referred herein as a special general meeting or SGM***) may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the registered members of the Society.
- (e) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (f) ***“Community” means the Lesbian, Gay, Bisexual, Transgender, Two-Spirited, Intersex, Queer & Questioning (LGBT) community, their families, friends, allies and supporters.***

MEMBERSHIP

- 2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
- 3. For the purposes of registration, the number of members of the Society is unlimited.
- 4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
- 5. Membership in the Society shall not be transferable.
- 6. (a) The following shall be admitted to membership in the Society: any individual over the age of 18 years residing in Nova Scotia ***who upholds the objectives of the Society (that is the Mission & Values Statement of the Society)***, and contributes to the activities of the Society by attending at least two meetings during the preceding twelve months, or has been nominated for membership at a regular meeting.

(b) Any organization based in Nova Scotia, or any individual over the age of 18 years residing in Nova Scotia, that upholds the objectives of the Society may be invited to join the Society as an Associate member. Associate members shall be entitled to attend any meeting of the Society and shall have a half vote. Invitations to join as Associate members will be at the discretion of the

Board of Directors.

7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

9. ***The fiscal year of the Society shall be the period from October 1 to September 30 of any given year.***
10. ***(a) The ordinary or annual general meeting (AGM) of the Society shall be held within three months after the celebration of Halifax Pride Week.***

(b) An extraordinary general meeting of the Society, ***or special general meeting (SGM)*** may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
11. ***Fourteen days' notice of a SGM*** , specifying the place, day and hour of the meeting, and, in the case of special business the nature of such business, shall be given to the members. Notice shall be given in writing, by electronic mail if the member has provided such an address, by facsimile, or by sending through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, by electronic mail if no notification of rejection of that address is received by the sender, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
12. At each AGM of the society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - ***Minutes of preceding general meeting;***

- ***Consideration of the annual report of the Chair and the Executive Director;***
- ***Consideration of the financial statements, including balance sheet and***
- ***Operating statement and the report of the Treasurer thereon;***
- ***Election of directors for the ensuing year***

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

13. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.
14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
15. (a) The Chair of the Society shall preside as Chair at every general meeting of the Society;

(b) If there is no Chair or if at any meeting he is not present at the time of holding the same, the Vice-Chair shall preside as Chair-;

(c) If there is no Chairman or Vice-Chairman or if at any meeting neither the Chairman nor the Vice-Chairman is present at the holding of the same, the members present shall choose someone of their number to be Chairman.
16. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have the casting vote.
17. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

19. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

20. Every member shall have one vote and no more. Every Associate member shall have one half-vote and no more. A difference of one half-vote shall be deemed an equality of votes, with the Chair casting the deciding vote.

DIRECTORS

21. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
22. Any member of the Society shall be eligible to be elected a director of the Society.
23. Directors shall be elected by members at each ordinary or annual general meeting of the Society.

CUT: The members shall elect as a director, a representative nominated by each of the organizations which support the works of the Society and the remaining directors shall be elected by the members from among their number.

24. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
25. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the

unexpired portion of the term by the Board of Directors from among the members of the Society.

26. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.
27. (a) Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

(b) Between January 1 of any year and the opening of Halifax Pride Week, the Board of Directors will hold not less than four meetings that are open to the general public. Notice of time and location of public meetings will be published at least fourteen days prior to the meeting and in places known to be frequented by the Halifax Pride community.
28. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.
29. The Chair or, in the Chair's absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.
30. The Chair may be entitled to vote as a director and, in the case of equality of votes, he shall have casting vote in addition to the vote to which he is entitled as a director.

POWERS OF DIRECTORS

31. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage one or more coordinators and to determine their duties and responsibilities and their remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as

the directors decide.

OFFICERS

32. *The officers of the Society shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The officers of Treasurer and Secretary may be combined.*
33. (a) *The directors shall elect one of their number to be the Chair of the Society. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to them by the members from time to time.*
- (b) *The directors shall also elect one of their number to be the Vice-Chair of the Society. The Vice-Chair shall, at the request of the members and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such periods as the Chair may request the Vice-Chair to do so.*
- (CUT: The Co-chairs shall alternate in the role of chair of meetings of the Society, with the active Co-chair assuming the role of Chair as specified in sections 16 and 31 of these bylaws.*
34. (a) There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the members. The members shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of secretary and treasurer.
- (b) The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

AUDIT OF ACCOUNTS

35. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

36. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and property drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
37. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed bylaw.

MISCELLANEOUS

38. The Society shall file with the Registrar its Annual Statement, a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
39. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
40. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
41. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
42. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
43. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
44. The borrowing powers of the Society may be exercised by special resolution of the members.

Policies & Procedures

Of

Halifax Pride Society

1. The Board of Directors will consist of not less than five and not more than fifteen full-voting members. The Board will be elected by the membership at the AGM.

BOARD OF DIRECTORS – ROLES AND RESPONSIBILITIES

The Board of Directors (BOD) is the legal authority for the Halifax Pride Society (HP)

The Board is accountable to the membership and to the community.

In accordance with the By-Laws, the management of the activities of HP is vested in the Board.

Roles and Responsibilities of Board Members:

Board Member (Director):

As a member of the BOD, a Director acts in a position of trust for Halifax Pride and is responsible for the effective governance of HP.

Generally, a Director:

- *Assigns a high priority to assisting with the success of Halifax Pride, strives to be a leader in fundraising, and leads by example in the community;*
- *Interprets the mission of Halifax Pride, defends it when it is under pressure, and represents it in the community; and*
- *Provides advice and assists with Halifax Pride's programs and activities with all the goodwill, energy and expertise the individual Director can bring.*

It is expected that a Director:

- *Espouse the Mission & Values of HP*
- *Commit to the work of HP, its development and day-to-day operations;*
- *Regularly attend scheduled Board meetings - If a Member cannot attend a meeting, then regrets shall be sent;*
- *Prepare for and participate in the discussions and deliberations of all items on the Board meeting agenda, including the review of any distributed written material;*
- *Serve on at least one (1) committee or subcommittee;*
- *Participate as a volunteer in one (1) or more of HP's programs, fund-raisers, activities or events per year;*
- *Attend the Annual General Meeting (AGM);*
- *Be aware and abstain from any conflict of interest, or perceived conflict of interest, (conflict of interest Policy should be a priority for the Board Governance Committee, and*

- *Respect the confidentiality of the BOD and refrain from revealing the details of any in camera deliberations of the BOD*

A Director's major duties include:

- *Determine the future direction of HP by helping to establish overall long and short-term goals, objectives, and priorities, as well as policies;*
 - *Foster a positive working relationship with other Board Members, staff, and volunteers;*
 - *Ensure that there is the availability of adequate resources and the effective management of resources;*
 - *Monitor and assess the Board and HP's overall effectiveness and performance through a review of programs and/or projects;*
 - *Enhance HP's public image;*
 - *Promote HP membership;*
 - *Maintain an up-to-date knowledge of HP and the issues affecting the Lesbian, Gay, Bisexual, Transgender, Intersex and Queer Community;*
 - *Be an advocate in, and on behalf of, the community; and*
 - *Ensure that the fiduciary duties of HP are met.*
2. Associate membership, with a one-half vote, should be offered to the following organizations: NSRAP; Halifax Youth Project; ACNS; HON; MCC Safe Harbour. These Associate members are not required to attend meetings or send regrets, but will be welcome if and when they attend.
 3. The BOD will meet at least once a month, and will commit to holding not less than four public meetings, exclusive of the AGM, between January 1 and June 30. These meetings will be fully publicized and promoted by the BOD and will be for the express purpose of engaging with the Pride constituency and ensuring accountability to our community.
 4. The Executive Committee of the BOD should consist of the officers of the Society: The Chair, Vice Chair, Secretary, and Treasurer. One or two Members-at-large should also be elected to serve on the Executive Committee.
 5. The Executive will be elected by and from the newly elected BOD immediately following the AGM, or within a two-week period.

Roles and Responsibilities of Executive Committee Members

Board Chair

Over and above the major duties of a Director, the Board Chair:

- Provides guidance and leadership to the Board in conjunction with the Executive Committee;*
- Is the primary spokesperson for Halifax Pride to the media and the community at large, or delegates this responsibility accordingly;*
- Represents Halifax Pride to Government officials and at community functions, or delegates this responsibility accordingly;*
- Chairs regularly scheduled Board meetings with focused attention on fostering a forum for fair and equal discussions and deliberations;*
- Addresses the Annual General Meeting;*
- Is a member and the Chair of the Executive Committee and a member of the Strategic planning Committee, or delegates these responsibilities accordingly*
- Reports to the Board on the status of major programs and/or projects; and ensures the targets and objectives of the BOD are being met;*
- Is a signing authority on behalf of the Board for financial and legal purposes;*
- Arranges for Vice Chair to chair meetings in the absence of the Chair;*
- Sets Board meeting agenda and schedule in conjunction with the Executive Committee; and*
- In conjunction with the Fundraising and Outreach Committee, enhances relationships with other Rainbow Community groups and agencies.*

Vice Chair

In addition to adhering to the major duties of a Director, the Vice Chair:

- Is a member and the Chair of at least one sub-Committee;*
- Is an active member of the Executive Committee;*
- Is a signing authority on behalf of the Board for financial and legal purposes; and*
- Fulfills the Chair's position in the absence of the Chair during Board and Executive Committee meetings.*

Secretary

The Secretary adheres to the major duties of a Director. Moreover, the Secretary:

- Is an active member of the Executive Committee;*
- Prepares and maintains the minutes and records of all Board meetings;*
- Prepares and maintains the minutes and records of all Executive Committee meetings;*
- Reviews, monitors and verifies the accuracy of the meetings minutes, and circulates to all Directors in a timely manner, preferably seven (7) days prior to each meeting; and*
- Prepares an annual summary of activities, distributes to the membership in a timely manner and presents at the Annual General Meeting.*

Treasurer

In addition to adhering to the major duties of a Director, the Treasurer:

- Is an active member and Chair of the Finance Committee, should one be established;*
- Is responsible for the administration of the financial policy of the Board;*
- Is a signing authority on behalf of the Board for financial and legal purposes;*
- Implements and supervises the bookkeeping and financial controls to ensure that the assets of Halifax Pride are appropriately controlled and that the resulting financial statements are auditable;*
- Ensures that monthly financial reports are available to the Board on a timely basis;*
- Ensures that appropriately reviewed financial statements are presented to the Board in time to be presented at the Annual General Meeting; and*
- Acts as a resource for other committees and activities of the Board.*

Members-at-Large

In addition to the general duties of a Director, one or two Members-at-Large will be active members of the Executive Committee.

6. The Board will have the authority to hire two staff persons, an Executive Director and an Events Coordinator. The Board will have the authority to determine what, if any, will be their remuneration (It is understood that these will likely be volunteer positions for the first year or so). The staff shall attend BOD meetings but will not vote.
 - **The Executive Director** will be responsible for Partnerships, business, government and community and, together with the Chair, will function as the media liaison and spokesperson of Halifax Pride. The ED will report directly to the Chair (or Vice-Chair) and will present a report in person to every regularly scheduled meeting of the BOD. In addition, the ED will sit as a voting member on the Strategic Planning Committee, and once engaged, on the Hiring and nominations Committee*
 - **The Events Coordinator** will coordinate all Pride Week events, serving as producer for all Pride-produced events and as primary liaison with outside producers. The EC will submit a report, either in person or in writing, to every regularly scheduled BOD meeting. In addition, the EC will sit as a voting member of the fundraising & Outreach Committee.*
 - **Parade Coordinator** may be appointed by the BOD from among its members, or recruited externally.*

7. In addition to the Executive Committee, the BOD will set up the following sub-committees:
- The Board Governance Committee: will examine the bylaws and policies of the Society. It will research the policies and procedures employed by other Pride organization; it will develop a set of recommendations for reforming HP and bring these before the BOD prior to next year's AGM. It will naturally pay particular attention to whether this new mode of government is effective in fulfilling the mission of the Society;
 - The Strategic Planning Committee: will create a Vision statement for Halifax Pride and develop a five-year plan. It will present these to the BOD prior to next year's AGM.
 - The Fundraising & Outreach Committee: will absorb the responsibilities of the Volunteer Coordinator and, working with the Events Coordinator, will ensure that Halifax Pride increases its visibility with a series of events throughout the year. The F&O will try to maintain good communication with other community-based organizations and other Prides around the province and beyond.
 - The Hiring Committee: will oversee the engaging of staff, as well as recruiting potential new Board members and support the F&O Committee by aiding the recruitment of volunteers.