

A by-law relating generally to the conduct  
of the affairs of  
**Quadrangle LGBTQ+ Community Centre, Inc.**  
(the "Quad")

## **ARTICLE I - DEFINITIONS AND NAME**

### **1.01 Definitions**

In this by-law and all other by-laws of the Quad, unless the context otherwise requires:

- a. **"Act"** means the **Corporations Act**, RSNL 1990, c. C-36, of the province of Newfoundland Labrador, as amended from time to time or any subsequent statute that may be enacted thereafter as its successor statute;
- b. **"Ad-hoc committee"** refers to any committee temporarily established by the Board for a specific task or objective and dissolved upon completion of the task or achievement of the objective.
- c. **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Quad;
- d. **"Board"** means the Board of Directors of Quadrangle LGBTQ+ Community Centre Inc.
- e. **"Bonding insurance"** or **"bonding"** refers to a way of insuring against financial loss caused by lack of competence or fraud or dishonesty by any official of the Quad. A director or employee who does not have a criminal record or is not a high risk to commit a criminal offence would be normally bondable. Bonding insurance ensures that the Quad will be reimbursed by the insurance company any funds taken through fraud or embezzlement.
- f. **"By-laws"** refers to a legal document consisting of a set of governing rules, duly approved by the members of the Quad. Such rules are authorized and prescribed by the Act. By-laws are subordinate to the Act and the Articles.
- g. **"Director"** means any Board of Director of the Quad.
- h. **"Director & Officer Liability Insurance"** often called D & O Policy refers to insurance that provides financial protection for directors and officers of the Quad in the event they are sued in conjunction with the performance of their duties as they relate to the Quad.
- i. **"Dissolution"** refers to the termination of the legal existence of the Quad. Dissolution may be precipitated by several means, including failure to abide by the Act, bankruptcy or a voluntary dissolution decision by the members and directors of the Quad.
- j. **"Ex Officio"** refers to the status of membership of a person in one body (typically a committee) by virtue of their status or position on another body (Co-Chairs of the Board). In the context of these by-laws, it refers to the right of the Co-Chairs to attend and participate in any committee meetings but NOT have an official vote at said meeting.
- k. **"Financial Year"** sometimes called fiscal period or budget period is the period or duration of time in which the Quad collects revenue, spends money and provides an accounting of all of its financial transactions to its membership. It is normally a 12-month period or fiscal year and for the Quad the fiscal period will be a one-year fiscal period as referenced in Article 2.03
- l. **"Indemnification"** or **"to indemnify"** refers to the legal obligation to reimburse or pay any and all related costs of any actual or threatened legal proceedings arising from the actions or omissions

of Directors and Officers of the Quad in the exercise of their duties and responsibilities of the Quad. An indemnification clause in a set of by-laws protects board members from liability by having the organization agree to covering legal fees and other costs associated with legal action against a board member. This indemnification covers board members only when they have acted with due diligence and in good faith and NOT when they have knowingly caused harm.

- m. **“Member”** or **“Membership”** means any individual as referenced in Article 4, and the latter refers to the collective body of the same. As per the definition in Section 2(dd) of the Act, the term “shareholder” includes the “member” of a corporation to which Part XXI applies except where inconsistent with that Part.
- n. **“Ordinary Resolution”** refers to a resolution requiring a majority of at least 50% plus 1 of the votes cast in order to be adopted.
- o. **“Province”** refers to the province of Newfoundland and Labrador.
- p. **“Proxy”** or “proxy voting” refers to the ability of a member of the Quad to be delegated the right to vote for another absentee member at a AGM or Special Membership Meeting of the Quad.
- q. **“Quorum”** refers to the minimal number of officers or members of the Quad or Board or committee required to be present for the valid transaction of business.
- r. **“Resolution”** is a main motion formally expressed in writing, adopting an official statement of opinion or authorizing or directing some action and normally used to address matters of importance and significance. Resolutions can be brought forward by the Board of Directors or the member of an organization and are typically done at an annual general meeting. They have two (2) parts: 1) the preamble, which is a list of reasons for adoption, with each reason in a separate paragraph beginning with the term “Whereas;” 2) the resolving clause(s), which outline the specific action(s) to be taken, beginning with the phrase “Be It Resolved.”
- s. **“Special Resolution”** refers to a resolution requiring a majority of at least 2/3 of the votes cast in order to be adopted.
- t. **“Special general membership meeting”** or SGM refers to any general membership meeting other than the AGM
- u. **“Standing committee”** refers to any committee established by the Board through either a specific by-law or policy that operates on an ongoing and/or annual or biennial basis to deal with ongoing and major activities within the Quad.
- v. **“Term of Office”** refers to the limited length of time (1,2 or 3 years) that a member serves in an elected position, whether it be as a Director or Officer of the Board.

### **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words used in the neutral gender are intended to include all genders.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.03 Name and use of Abbreviation**

The name of the Corporation is Quadrangle LGBTQ+ Community Centre Inc. as incorporated under the Act; the use of the abbreviation as **“Quad”** or “the Quad” refers to the same in this document.

## **ARTICLE II - GENERAL ARTICLES**

### **2.01 Corporate Seal**

The Quad may have a corporate seal or stamp in the form approved from time to time by the Board. If a corporate seal or stamp is approved by the Board, the Secretary of the Quad shall be the custodian of the corporate seal or stamp.

### **2.02 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Quad may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Quad to be a true copy thereof.

### **2.03 Financial Year**

The financial year of the Quad shall be from January 1 to December 31 of each calendar year.

### **2.04 Correspondence with the Membership**

The primary method of correspondence and communication with members of the Quad outside of meetings of the membership (Article 5) may be electronic mail (i.e.: email) and/or its website and/or social media platforms. The Quad may choose to occasionally engage in other forms of communication, including lettermail, telephone, or short-message service (i.e. "text") correspondence with its members. The Quad shall collect this contact information from members upon the joining of new members. It is the responsibility of each member to ensure their own contact information and preferred means of correspondence is up to date and upon correspondence the Board shall update the same.

### **2.05 Banking Arrangements**

The banking business of the Quad shall be transacted at such bank, credit union, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an officer or officers of the Quad and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **2.06 Annual Financial Statements**

The Board shall present the annual financial statements of the Quad, or a publication that includes such financial statements referred to in the Act, at each annual general meeting of its members. In addition to the disclosure at this meeting of the members the Board may also send these same statements or a summary containing all notable figures to each member by means of the correspondence in Article 2.04. The Board must provide full financial statements on demand for the previous financial year (Article 2.03) year upon a member's written request by means of correspondence in Article 2.04.

### **2.07 Invalidity of any Provisions of this By-law**

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 or the document as a whole.

### **2.08 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Quad has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action or resolution taken at any meeting to which the notice pertained.

## **ARTICLE III - MISSION, OBJECTIVES, AND CORE VALUES**

### **3.01 Vision Statement**

Putting our lives at the Centre. Quadrangle creates a home for the 2SLGBTQIA+ community and organizations of Newfoundland and Labrador.

### **3.02 Mission**

The Quad will address and seek to prevent specific plights faced by 2SLGBTQAI+ individuals through three charitable mandates towards the alleviation of:

1. To address and prevent specific problems faced by the 2SLGBTQIA+ individuals by establishing and operating a community centre with structured programs including social support groups, information programs and sexuality, peer counselling and mentoring as well as referral services based on their identified needs and goals.
2. To advance education and raise awareness about specific problems faced by the community by providing education seminars for the general public.
3. To address 2SLGBTQIA+ individuals unemployment by providing job skills training and employment assistance based on their identified needs.

The Quad will accomplish its mission by establishing and operating a community centre with original programs and/or in partnership with existing organizations, including but not limited to: social support events and groups, educational and information programs on topics of particular interest to sexual and gender minorities, public education workshops and campaigns, peer counselling and mentoring services, professional learning and employment opportunities, as well as referrals to other agencies based on identified needs and goals. The Quad may maintain charitable status and shall execute continual fundraising initiatives toward a sustainable financial base.

### **3.03 Core Values of the Quad**

The Quad and its Board are guided by and bound to follow the following values:

- a. Representation
- b. Respect for the dignity and human rights of 2SLGBTQAI+ people

## **ARTICLE IV - MEMBERSHIP**

### **4.01 Definition of a Member**

A “member” generally refers to a person who meets the eligibility requirements outlined in 4.02 who has applied in writing or completed a prescribed form as outlined by the Board and whose membership application has been approved by motion of the Board.

#### **4.02 Membership Eligibility**

Membership in the Quad shall be open to individuals, sixteen (16) years of age or older at the time of application, who reside in the province of Newfoundland and Labrador and who identify as belonging to the 2SLGBTQAI+ community or who support and believe in the aims and objectives of the organization as articulated in these by-laws and the most recent Articles of Incorporation Amendment.

#### **4.03. Levy of Membership Dues**

The Quad delegates the power to the Board to set and levy an amount for annual membership dues for the purpose of the Quad’s financial stability. However, members may request that the partial or full amount be waived at the discretion of the Board.

#### **4.04 Members in Good Standing**

Members in Good Standing are members who have been approved for membership, paid any required membership fee, and have been a member for six (6) weeks. These members are eligible to vote.

#### **4.05 Membership Types**

The Board may establish, from time to time, other non-voting categories of membership such as Associate or Honorary membership along with any fees, conditions and privileges thereto.

#### **4.06 Application for Membership**

Application for membership may be made in writing or on form prescribed from time to time by the Board and shall be approved by a majority vote of the Directors at a duly convened meeting of the Board.

#### **4.07 Termination of Membership**

A membership at the Quad is terminated and all privileges of membership in Section 4.04 cease when:

- a. the member is deceased
- b. the member requests voluntary termination in writing to the board
- c. the member is suspended under Section 4.08 without successful appeal or petition in 4.08.01
- d. the Quad is liquidated and dissolved under the Act.

#### **4.08 Suspension of Membership**

- a. The Board may suspend a member on the following grounds: conduct unbecoming a member or grossly detrimental to the Quad’s vision, mission, or values
- a. violating the provisions of the bylaws, written policies or other resolutions of the Quad
- b. actions by this member causing harm to another member

#### 4.08.01 Appeal Process

Any member who has been suspended may appeal that suspension as per Policies that may be developed by the Board from time to time.

## **ARTICLE V - ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP**

### **5.01 Categories of Meetings**

The Quad may hold two types of membership meetings; one of which shall be held annually and termed the “Annual General Meeting” of the membership (or “AGM” hereafter), meetings called outside this AGM shall be termed a “Special General Meeting” of the membership (or “SGM” hereafter).

### **5.02 Requirement to Convene an Annual General Meeting**

As per Section 217(a) of the Act, the Board shall convene an AGM of the Quad within fifteen (15) months of the end of holding the last preceding AGM of the Quad. The date, time and location of said meeting shall be determined by the Board.

### **5.03 Place of Members' Meeting**

Meetings of the members may be held at any place within Newfoundland and Labrador, as determined by the Board or the petitioning member, or as described in Section 5.09 as determined by the same.

### **5.04 Persons Entitled to be Present at Members' Meetings**

All members as described in Section 4.04, the directors, the Board, and non-voting guests at the discretion of the Board, as well as any other persons required by provisions of the Act, are entitled to be present at a meeting of the members.

### **5.05 Purpose of an Annual General Meeting**

The purpose of an AGM is to communicate with the membership; present the financial wellbeing of the Quad to the membership for review; solicit and vote on proposals from the membership; review and amend these bylaws as necessary; and, in general, to provide a venue for member participation at large.

### **5.06 Purpose of an Special General Meeting**

The purpose of an SGM is to address a matter of special or otherwise timely importance to the membership. An SGM may be called by either the Board by right of their discretion, or by the membership via petition, as both described in Section 5.11.

### **5.07 Notice for Membership Meetings**

The Board shall give notice of the time, place and topics of discussion for both AGM and SGM to each member entitled to vote at the meeting by the correspondence means outlined in Section 2.04 not less than thirty (30) days prior to the date and time of said meeting.

### **5.08 Participation by Electronic Means at Members' Meetings**

A person entitled to attend a meeting of members may participate in the meeting by telephone, electronic means or other method of communication that permits all participants to communicate with each other during the meeting. This applies only where the Quad approves and makes available the method of communication by which the person is to attend the meeting. A person participating in a meeting by telephone, electronic means or other method of communication is considered for the purposes of the Act to be present at the meeting.

#### **5.09 Meetings Entirely by Electronic Means**

Subject to the by-laws, where the directors of a corporation call a meeting of members under the Act, those directors may determine that the meeting shall be held entirely by telephone, electronic means or other method of communication that permits all participants to communicate with each other during the meeting. A meeting held electronically shall be considered to be held at the place where the registered office of the corporation is located.

#### **5.10 Quorum for Membership Meetings**

The quorum at any meeting of the Quad's members shall be 20 of the members entitled to vote at the meeting, including the members participating via the means within Section 5.08. If a quorum is present at the opening of a meeting of members, the members present may rightly proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### **5.11 Right of Membership**

##### **5.11.01 Right of the Membership to Request a Special Membership Meeting**

The Board shall also convene a Special Membership Meeting at the signed written petition of no less than ten (10) members of the Quad. The petition shall clearly state the purpose of the meeting and only such business shall be transacted at the meeting as is specified in the petition. Upon receipt of the petition, the Board shall convene a Special Membership Meeting within thirty (30) calendar days of receipt of the written petition. All members shall be notified of said meeting, as per Section 5.07, of the date, time, place and express purpose of said meeting, at least fourteen (14) calendar days prior to the date of the meeting.

##### **5.11.02 Right of Membership to Convene Special Membership Meeting**

Should the Board fail to convene the Special Membership Meeting as per Article 5.11.01, then the members whose names appear on the petition shall have the power to convene such a meeting subject to the notification and quorum rules as outlined in Articles 5.07 and 5.10 respectively.

#### **5.12 Preserving the Integrity of Meetings of the Membership**

Should a member or Director have reason to doubt a person's entitlement to vote or be present at a meeting of the membership under Section 5.04 or other bylaw, they may request said person provide proof of their identity; validation of that proof falls upon the Secretary for an AGM/SGM.

#### **5.13 Right of members to request a copy of the minutes**

Members have a right to request a copy of minutes. Meeting Minutes can be requested by any membership

## **ARTICLE VI - MEMBER'S VOTING RIGHTS**

### **6.01 One Member, One Vote**

Each voting member, as set out in 4.04, shall be entitled to one (1) vote per proposal or order of business.

### **6.02 Manner of Voting**

On matters of motion or resolution, voting shall be verbal or showing of hands, unless 2 to 5 members requested for a secret ballot.

### **6.03 Proxy Voting**

Proxy voting is not permitted, members must cast their own vote, whether online or in person.

### **6.04 Effect of a Tie or Indeterminate Vote**

Any business, candidate or proposal called to a vote not decisively meeting a minimum of 50% plus one (1) vote, unless otherwise stated in these bylaws or the Act as requiring a supermajority, shall be considered defeated for the purposes of that meeting.

## **ARTICLE VII - THE BOARD OF DIRECTORS**

### **7.01 Establishment of a Board of Directors to Govern the Quad**

In between AGMs the affairs of the Quad shall be governed by a Board of Directors of a minimum of three (3) and maximum of fifteen (15) of persons who shall be elected by the members at a duly convened AGM of the Quad. Five (5) seats are saved for regional reps, and shall remain open until filled as referred to in the policy.

### **7.02 Eligibility to be a Director**

Any member of the Quad as defined by article 4.01 who satisfies the following criteria is eligible for election to the Board:

- a. 19 years of age or elder at the time of election
- b. They are not presently in bankruptcy
- c. Residing in NL for the previous 12 consecutive months
- d. Must first be a member in Good Standing of the Quad

AND at least one condition from either of the following clauses:

- e. Identify as belonging to the 2SLGBTQAI+ communities

OR



- f. Demonstrated to have shared in the vision, mission and values of the Quad as set forth herein

### **7.03 Election of the Directors in a Staggered Board Manner**

Directors shall be elected by members at an AGM in such a manner that four (4) Directors are elected for a term of three (3) years, three (3) Directors are elected for a term of two (2) years and seven (7) Directors are elected for a term of one (1) year. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for a term of three (3) years. In the case of a Director being elected to fill an unexpired term, that Director shall serve for the duration of that term.

### **7.04 Process to Follow for the Inaugural Application of Section 7.03**

Subject to these by-laws and at the first AGM after which Section 7.03 has been approved, thirteen (13) Directors may be elected. At the first Board meeting after that AGM, the Directors shall decide by majority vote on a process to determine which Directors shall be designated as having three (3), two (2) and one (1) year terms. Thereafter, Section 7.03 shall take full effect.

### **7.05 Filling Vacancies on the Board**

The Board may fill any vacancy with another member in good standing.

### **7.06 Removal of a Director**

As per Section 179 of the Act and subject to these by-laws, a Director (including an Officer), who in the opinion of the Board, no longer subscribes to the aims and objectives of the Quad, or violates the conflict of interest guidelines outlined in these by-laws, or refuses to or is unable to perform her duties, or commits some egregious act, may be removed from the Board by a majority vote of the members on a proposed resolution on removal by the Board at a duly convened meeting of the Quad. A copy of the proposed resolution outlining the reason(s) for removal must be provided to the Director by the call of the special membership meeting and the Director in question shall be afforded an opportunity to address the allegation against her either, orally or in writing, at the special membership meeting.

#### **7.06.01 Meetings Missed Clause**

A board member may miss up to three meeting in a row without just cause

### **7.07 Leaves of Absence for a Director**

The Quad recognizes that Directors may require periods of prolonged absence from the Board and from their duties. A Director may submit notice to the Board of a Leave of Absence, which shall be granted. Leaves may be abandoned and full rights and duties resumed by Directors at any time, at their discretion.

Leaves must be entered into the minutes of each meeting absent along with one of the following given reasons:

- a. bereavement
- b. education
- c. employment
- d. family
- e. health
- f. personal

Absences, whether with or without leave, in excess of 3 months per year may be considered excessive by the Board and warrant discussion with the Director or consideration for removal.

### **7.08 Powers of the Board**

In between AGMs and Special Membership Meetings, the Board has full power and authority to administer and direct the affairs of the Quad within the scope explicitly and implicitly prescribed by the Act, by other provincial and federal statutes and laws, by the Articles of Incorporations, by the By-Laws of the Quad, and by the direction and instruction given by the members of the Quad through duly approved resolutions or decisions from a AGM or Special Membership Meeting.

In addition to any powers afforded by other sections of these bylaws, The Board is afforded the following powers by the Quad by virtue of their membership's mandate:

- a. To issue shares as approved by the members, except as otherwise provided by law, by the Articles or by these By-laws;
- b. The Board reserves the right and may utilize all borrowing powers granted to the Quad by the Act. However, the Board shall seek authorization from the membership either at an annual general meeting or a special meeting called for the purpose of the same for borrowing in excess of \$100,000.
- c. To issue, reissue, sell or pledge debt obligations of the Quad;
- d. To mortgage, hypothecate, pledge or otherwise create a security interest in a property of the Quad to secure a debt obligation of the the Quad;
- e. To sell, lease or exchange property of the the Quad in the ordinary course of conducting the business of the Quad. To transact for a substantial portion of the assets of the Quad, including whole operational units, membership approval is required;
- f. To hire and set the remuneration of the Manager;
- g. To delegate authority to manage the operations of the the Quad in whole or in part;
- h. To appoint various committees; and
- i. To fill any vacancies on the Board as per the By-laws.

### **7.09 Capacity of Board to Appoint & Direct Standing Committees**

The Board may, from time to time, appoint any standing committee (such as Executive, Finance, Audit, etc.) that it deems necessary to carry out the objectives of the Quad. The term of office of all standing committees shall be for one (1) year or less if so determined by majority vote of the Board. At the time

of appointing, the Board shall establish a Terms of Reference to include but not be limited to: name of committee, composition, chairperson, specific function and duties, minimum meeting requirements, reporting requirements, power and authority and required resources. Unless otherwise delegated by the Board, standing committees do not have decision-making power or authority and must bring recommendations to the full Board for approval.

### **Executive Committee**

The Executive Committee will be a standing committee of the Board and shall consist of the four (4) Officers of the Board, namely: 1) The two (2) Co-Chairs 2) Treasurer 3) Secretary. A Co-Chair shall be the Chair of this committee. The Executive Committee is mainly responsible for planning, prioritizing and managing the responsibilities, affairs and activities of the full Board. It is not a decision-making body in place of the full Board. It shall be responsible for coordinating board orientation, board training and board evaluation. The committee will act as the communications link between the Board and the Executive Director and conduct their performance evaluation. In a case where a vacancy occurs in the Executive Director position, the Executive Committee will conduct the hiring process and bring a recommendation of a candidate to the Board. The Committee will also be responsible for receiving and responding to any Human Resource (HR) issues, abiding by any HR policies as approved by the Board. Finally, the Committee will assume any responsibilities and authority as may be prescribed, from time to time, by the Board through a specifically worded motion

### **7.10 Capacity of Board to Appoint & Direct Ad Hoc Committees**

The Board may, from time to time, appoint any ad-hoc committee (a committee formed for a specific task or objective and dissolved upon completion of the task or achievement of the objective) that it deems necessary to carry out the objectives of the Corporation. At the time of appointing, the Board shall establish a Terms of Reference to include but not be limited to: name of committee, detailed description of the task and/or objective to be undertaken, general timelines, composition, chairperson, minimum meeting requirements, reporting requirements, power and authority, any required resources, and budget. Unless otherwise delegated by the Board, standing committees do not have decision-making power or authority and must bring recommendations to the full Board for approval.

### **7.11 Right to Appoint External Committee Members**

The Board may appoint committee members from outside the membership of the Quad but the Chairperson of any committee shall be a Director of the Quad.

### **7.12 Appointment and Status of the Executive Director**

The Board may hire, after a Call for Nominations, a qualified person for the position of Executive Director. The Executive Director (ED) reports and is accountable to the Board of Directors. The Executive Director shall be responsible for the day-to-day operation of the Quad, within the Policies and By-laws established by the Board of Directors and the membership.

General purpose of the ED is to strategically and operationally plan, in tandem with the Board, initiatives that will further the mission of the Quad and then implement them.

## **ARTICLE VIII - OFFICERS OF THE BOARD**

### **8.01 Officers of the Quad**

The number of officers is four (4), two (2) Co-Chairs, a Secretary and Treasurer who shall be elected by the Directors of the first Board Meeting following the AGM

### **8.02 Filling Vacancies for Officers**

Any vacancy shall be filled by approval of the Directors of the Board

### **8.03 Duties of Officers**

Subject to these by-laws, the duties of the elected officers shall be:

#### **8.03.01 Co-Chair(s)**

The Co-Chair(s) shall generally be responsible to ensure that the Board properly and efficiently exercises its role and responsibility to administer and direct the affairs of the Quad between AGMs. They shall call and preside at all meetings of the Quad and the Board. They shall generally represent the Quad and shall sign all legal and formal documents on behalf of the Quad, including being a co-signer on any bank accounts. They shall ensure that all by-laws are complied with and shall also perform such other duties as are usually incidental to this office or as may be required, from time to time by, by the Board. The Co-Chair(s) shall be an ex-officio member of any and all committees.

#### **8.03.02 Treasurer:**

The Treasurer shall provide leadership and oversight on the financial state of the organization. They shall ensure that there are proper accounting systems in place to record all receipts and expenditures. They shall ensure that all financial statements and reports are being prepared and be prepared to present such reports at Board and/or membership meetings. In conjunction with the Executive Director, they shall prepare and present an annual budget for approval by the Board. They shall be the Chair of a Finance Committee should the Board establish one and be prepared to offer advice and recommendations to the Board on any and all financial matters and policies. Finally, they shall also perform all other duties as may be required, from time to time, by the Board. The Treasurer, with the approval of the Board, shares and/or delegate some of these duties with an appropriate staff person but remains ultimately responsible that the duties are being carried out.

#### **8.03.03 Secretary**

The Secretary shall ensure that an accurate record is kept of all Board and membership meetings. They shall also maintain and keep current a membership register and ensure that adequate notification is given for all general and special membership meetings and board meetings. They shall ensure that all appropriate forms and reports are submitted to the Registry of Companies so the Quad remains in good standing under the Act.

## **ARTICLE IX - MEETINGS OF THE BOARD**

### **9.01 Convening of Board Meetings**

Co-Chair(s) shall hold the responsibility of calling the meetings and creation of agenda, but allows for dates and times to be selected through a poll of the board. If a meeting isn't called fourteen (14) days into the month any Director may request a board meeting and the Chairperson(s) shall call a meeting to attend to business of the Quad.

### **9.02 Place of Board Meetings**

Meetings of the Board may be held at the registered space of the Quad or, if the Board so determines, at some other place in Newfoundland and Labrador.

### **9.03 Meeting by Teleconference or Other Appropriate Communications Technology**

Subject to these by-laws and as per Section 188(1) of the Act, and where all Directors consent, a Board meeting or a Committee meeting may be convened via a telephone conference call or any other electronic telecommunications technology that will permit all persons participating in the meeting to be able to communicate with each other.

### **9.04 Quorum at Board Meetings**

Quorum is 50% of the Directors plus 1, and includes at least one (1) Officer present.

### **9.05 Minimum Requirement for Meetings**

A minimum of eight (8) board meetings must be held per calendar year or as often as required to conduct the business of the Quad.

### **9.06 Notice for Board Meetings**

Board members may be given no less than five (5) days notice of Board Meeting, with agenda and other materials if needed to review.

### **9.07 Equality and Manner of Voting among the Board**

One (1) vote per board member, the vote shall be verbal or somatic assent (showing of hand), dissent or abstention. All proposals not having a majority of at least 50% plus 1 of the votes cast to be defeated.

### **9.08 Proxy Voting**

The Quad does not recognize or permit Board members to vote by proxy. All Board members must cast their own votes at the time and place of the meeting or via a Board sanctioned means of correspondence such as those described in Section 10.03.

## **ARTICLE X - BONDING AND INDEMNIFICATION**

### **10.01 Bonding of Directors & Staff**

The Board may ensure that sufficient bonding insurance is carried on an ongoing basis for the Treasurer, all signing Officers and any others, including staff, in the Quad who may be involved in the handling of funds of the Quad.

### **10.02 Indemnification of Directors & Staff**

Subject to the provisions of Section 44 of the Act, every Director and Officer of the Quad, their heirs, executors, administrators, and estates and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Quad, from and against:

- a) All costs, charges, and expenses whatever, that such Director or Officer sustains or incurs in or about any action, suit, or proceeding, that is brought, commenced, or prosecuted, against the Director or Officer, for, or in respect of any act, deed, omission, matter or thing whatever, made, done, or permitted, by the Director or officer, in or about the execution of the duties of his or her office; and
- b) All other costs, charges, and expenses, that the Director or Officer sustains or incurs in or about or in relation to the affairs of the Quad, except such costs, charges or expenses as are incurred as a result of a Director's or Officer's own wilful neglect or default.

### **10.03 Purchase of Liability Insurance**

To enhance and ensure the protection of Directors and Officers generally provided under Section 14.2 of the Act, the Board shall ensure that sufficient indemnification insurance (Director & Officer Liability Insurance) is carried on an ongoing basis.

## **ARTICLE XI - CONFLICTS OF INTEREST**

### **11.01 Requirement of Director to Declare Conflict of Interest**

Any Director who has a financial, personal or other official interest in, or conflict (or any appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will declare to the Board the conflict of interest and voluntarily excuse themselves and vacate their seat and shall not participate in any discussions or vote on the said matter.

### **11.02 Requirement of Director to Notify Board of Possibility of Conflict of Interest**

Any Director who suspects that they may be in a position of conflict of interest with respect to a matter pending before the Board, shall notify the Board of the potential conflict of interest giving the details and circumstances of said potential conflict. The Board member shall then excuse themselves and vacate their chair and shall not participate in or be privy to any further discussions. Then, by majority vote, the remaining Directors shall come to a final determination on the validity of the potential conflict of interest situation.

#### **11.03 Requirement of Director to Notify Board of Another’s Possible Conflict of Interest**

Any Director who feels that another fellow Director may be in a position of conflict of interest with respect to a matter pending before the Board, shall notify the Co-Chairs of such potential conflict of interest. The Co-Chair shall then notify the Director (in the position of potential conflict of interest) that they have been cited as being in a potential conflict of interest and that during the meeting at which the pending matter is to be discussed, they will be given an opportunity to address the question of conflict of interest. Once the matter of potential conflict of interest has been addressed by the Director in question, they shall be asked to vacate their seat and take leave of the meeting, at which point, the remaining Directors shall, by majority vote, come to a final determination of the validity of the potential conflict of interest.

#### **11.04 Standard to be used when Considering Matters of Conflict of Interest**

When a Director and/or the Board as a whole is giving consideration to whether a particular set of circumstances constitutes a conflict of interest, the commonly accepted standards and principles of conflict of interest for non-profit Directors of the time should be the context of that consideration.

#### **11.05 Board Capacity to Make Policy Re Conflict of Interest**

The Board may, from time to time and subject to these by-laws, develop specific policies on the matter of conflict of interest of Directors or of staff.

## **ARTICLE XII - PROPOSALS, RESOLUTIONS, MOTIONS, ETC.**

#### **12.01 Definition**

Throughout this and other documents “proposals” may refer to resolutions, motions, nominations, etc. as sometimes interchangeable synonyms for matters of business of the Quad.

#### **12.02 Sponsors of Resolutions**

Subject to these by-laws, resolutions for consideration at a AGM, SGM or Board meeting may be submitted by the Board or by any member of the Quad via correspondence.

#### **12.03 Call for Resolutions & Notification of Members**

The Board shall, at the same time of the notice of the AGM, issue a Call for Resolutions and notify all

members of any and all policies, procedures, etc. relating to submitting said resolutions. Resolutions for consideration at the AGM must be submitted 48 hours prior to the AGM or they may not appear on ballots.

#### **12.04 Special Resolution Required to Amend Articles & Bylaws**

Subject to these by-laws and for matters that are fundamental and significant to the genesis and nature of the Quad (as specified below), submission of a “Special Resolution” requiring a plurality (two thirds (2/3) of the votes cast) to pass, is required in order to consider amendments to the Articles and certain by-laws, such as:

- a) For the Articles: Any information contained in Articles of Incorporation, Form 1A and Schedule “A” which includes: Name, Place of Registered Office, Minimum & Maximum Number of Directors, regional representation, and Purpose & Objects of the Quad.
- b) For the By-Laws: Article 1 (Definitions and Name); Article 3 (Mission, Objectives and Core Values); and Article 14 (Amendments to By-laws).

#### **12.05 Incidental, Impromptu and Other Resolutions**

Any resolution of an incidental nature, which does not affect policies, by-laws, or operations of the Quad, may be introduced by any member during the AGM or SGM without prior notice.

#### **12.06 Board Capacity to Make Policy Regarding Resolutions**

The Board may, from time to time, devise and enact such policies, procedures, and protocols as are necessary for the democratic, efficient and effective consideration and disposition of all resolutions.

## **ARTICLE XIII - RULES OF PROCEDURE AND POLICY**

#### **13.01 Rules of Procedure**

The conduct and procedures of any meeting shall be governed by the most recent edition of Robert’s Rules of Order.

## **ARTICLE XIV - AMENDMENTS TO BY-LAW**

#### **14.01 Notice Requirements to Members**

The board shall give notice of the time and place of the AGM thirty (30) days beforehand including call for resolutions, to be submitted sixteen (16) days before the AGM. Agenda including appendices sent out after the deadline for resolutions.

## **ARTICLE XV - TRANSITIONAL PROVISIONS**



**15.01 Dissolution**

Upon dissolution of the Quad and after payment of all its debts and liabilities, all remaining surplus may be distributed to organizations with a similar vision and/or mission in Newfoundland and Labrador, the undertaking of which is charitable or otherwise beneficial to the 2SLGBTQIA+ community.

**ARTICLE XVI - CERTIFICATION**

**16.01 Approval of Bylaw**

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Quad by resolution on the 30 day of May, 2021 and assented to by the members of the Quad by special resolution on the 30 day of May, 2021.

Dated as of the 30 day of May, 2021.

\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director