



SPEARHEAD LEATHER DENIM SOCIAL CLUB

# CONSTITUTION AND BYLAWS

**Effective November 1 2025**

## Contents

|   |    |
|---|----|
| Part 1: About The Spearhead Leather Denim Social Club .....   | 4  |
| Mission Statement.....  | 4  |
| Spearhead History .....                                       | 4  |
| Part II: Incorporation and Official Records .....             | 6  |
| Name .....  | 6  |
| Corporation Number .....                                      | 6  |
| Purpose.....  | 6  |
| Address of the Corporation .....                              | 6  |
| Records Available .....                                       | 6  |
| Part III: By-Laws.....  | 7  |
| Definitions .....   | 7  |
| Membership .....  | 9  |
| Board of Directors and Executive .....                        | 13 |
| Committees .....  | 15 |
| Nominations, Elections, and Resolutions .....                 | 16 |
| Votes and Voting.....   | 18 |
| Finances .....  | 18 |
| Miscellaneous Provisions.....                                 | 19 |
| Appendix A: Role Descriptions .....                           | 21 |
| Board of Director Roles .....                                 | 21 |
| Duties of the President and Chairperson.....                  | 21 |
| Duties of the Vice-President.....                             | 21 |
| Duties of the Treasurer.....                                  | 21 |
| Duties of the Secretary.....                                  | 22 |
| Duties of the Director of Membership .....                    | 22 |
| Executive Committee Roles.....                                | 23 |
| Duties of the Public Relations and Operations Committee ..... | 23 |
| Duties of the Membership Committee .....                      | 23 |
| Executive Committee Member Roles .....                        | 24 |
| Duties of the Archivist.....                                  | 24 |

|   |    |
|---|----|
| Duties of the Member at Large .....     | 24 |
| Duties of the Publications Editor ..... | 24 |
| Duties of the Webmaster .....           | 24 |

# **PART 1: ABOUT THE SPEARHEAD LEATHER DENIM SOCIAL CLUB**

## **Mission Statement**

The Spearhead Leather and Denim Social Club (Spearhead, Spearhead LDSC or the Affiliation) is a social club of Leather and Denim enthusiasts who wish to hone their interpersonal skills and grow as distinct and respectable persons within the 2SLGBTQIA+ community. Spearhead provides a social-club style atmosphere to bond with people who have reached the age of majority, from all professions and backgrounds, to share a common interest and philosophy, in the enjoyment of the Leather and Denim lifestyle. Spearhead's mission is to provide leadership, community, and social growth to all its members.

## **Spearhead History**

The Spearhead affiliation was established in 1970 and incorporated in 1993, making it the most enduring gay organization of its kind in Canada.

The club was formed for the purpose of bringing together individuals of similar interests; an affiliation, brotherhood or fraternity of men who wished to recognize with pride, the value and privilege of belonging to an organization of 'Brothers under the skin.' It has expanded, in keeping with the times, to embrace women and transgender Members of the community.

The red Spearhead logo patch is recognized and respected around the world.

Spearhead's contributions to the community are noteworthy. Since our founding in 1970, the club has collected and distributed tens of thousands of dollars to numerous charities as well as toys distributed to underprivileged children with our 'Toys-for-Tots' campaign.

Our members represent a wide range of professions and backgrounds. The close relationship exhibited by Spearhead Members is truly unique. It undoubtedly comes from years of practice,

trial, and error. We are Toronto's original, oldest, and largest denim/leather organization and we are Proud of it!

The affiliation's affairs are governed by a Board of Directors, elected annually. We hold quarterly open general meetings where Members hear details of future activities and can voice their views. Social events and activities are held throughout the year; some are private, others are open. A newsletter "Phalia", the website, and our social media feeds inform our Membership and the public of current happenings within the affiliation and with other clubs both locally and internationally.

## **PART II: INCORPORATION AND OFFICIAL RECORDS**

### **Name**

The name of the corporation is Spearhead Leather and Denim Social Club.

### **Corporation Number**

Spearhead Leather and Denim Social Club bears Ontario Corporation Number 992883.

### **Purpose**

The purpose of the Spearhead Leather and Denim Social Club, hereinafter referred to as the Affiliation, is to bring together individuals of similar interests; an affiliation or siblinghood; who wished to recognize with pride, the value and privilege of belonging to an organization and provide connection, kinship and aid to each other.

### **Address of the Corporation**

Spearhead Leather and Denim Social Club's address for official business is Suite 231, 473 Church Street, Toronto, Ontario, M4Y2C5

### **Records Available**

The official records of the corporation are digitally stored and can be requested by any member. The Affiliation may redact information or decline to release information in accordance with the Personal Information Protection and Electronic Documents Act (Canada), the Access to Information Act (Canada) or the Privacy Act (Canada).

## PART III: BY-LAWS

### **Definitions**

The following terms, wherever used in these by-laws, shall be defined as follows:

**Affiliation** – Spearhead Leather and Denim Social Club, as an organization and as its members, and as represented by the Board.

**The Annual Brotherhood Award** – Awarded by vote of the Membership, based on their nominations. This award is presented at the Anniversary Dinner to a Member or non-Member who has made a significant contribution to the Affiliation. Any individual may only hold this award once. The name of the award is “grandfathered,” but recipients may be of any gender.

**Annual General Meeting** – An open meeting for the Membership and Board of Directors, held annually in the fall of each year, at which all Full Members are entitled to make motions and participate in votes.

**Archives** – A permanent and sustainably-maintained collection of historic and contemporary artifacts (physical objects, digital files, official records, and other items) that reflect the operation and history of the Affiliation.

**Board** – Short form of the Board of Directors.

**Chair** – Short form of the Chair of the Board or a Committee.

**Dues** – Annual fees paid to the Affiliation by Full or Affiliate Members.

**Executive Committee** – A standing committee of the Affiliation, charged with overseeing that the aims and purposes of the Affiliation are protected and appropriately represented.

**Expulsion** – The process of permanently removing a member from the Affiliation. Expelled Members are not eligible for reinstatement.

**Good Standing** – Members of the Affiliation who are not in arrears on dues payments.

**Insignia** – Crests and logos for the Affiliation issued to Members by the Membership Committee. These include back patches and shoulder patches. Insignia may only be worn by Members in good standing.

**Member** – A person in good standing who fits criteria of membership types as outlined in Section 1, and who adheres to the conditions of membership outlined in Section 3, Section 4, Section 5 and Section 6.

**Nominations and Elections Chair** – A person appointed at the second quarterly Open General Meeting who is accountable for ensuring annual elections are run on time and in accordance with Affiliation by-laws.

**Nominations Meeting** – A portion of an Open General Meeting (typically in the third quarter of the year) where nominations for elected positions are accepted as candidates.

**Official Statement** – Any written statement intended to communicate a decision made by the Board of Directors. Official statements are always presented on formal Spearhead letterhead.

**Open General Meeting** – An open meeting for the Membership and Board of Directors, held quarterly, at which all Full Members are entitled to make motions and participate in votes.

**Past President** – An honorific given to former Presidents of the Affiliation. Past Presidents are welcome to attend all Board and Executive Committee meetings and serve in an advisory role. Past Presidents do not have a vote at Board or Executive Committee meetings.

**The President's Award** – Awarded at the discretion of the President to someone who has made a lasting or impressionable contribution to the community.

**Phalia** – The Affiliation's newsletter.

**Prospective Member** – A person who has expressed interest in joining the Affiliation by submitting a membership application.

**Sponsor** – A Member who has been listed on a membership application as a reference for a prospective Member.

**Standing Committee** – An ongoing committee whose purpose and objectives are outlined in the by-laws. The Affiliation's committees are outlined in Section 17.6 and Section 17.7

**Suspension** – Suspended Members are considered not in good standing, and the term of suspension is determined by the Board of Directors on a case-by-case basis.

## **Membership**

### **1. Categories**

- 1.1. There are two categories of membership: Full Members and Affiliate Members.
- 1.2. Full Members enjoy all rights and privileges of their membership.
- 1.3. Affiliate Members enjoy all rights and privileges with exception to becoming a director and voting on initiatives and motions.

### **2. Application for Membership, Eligibility and Fees Payable**

- 2.1. All prospective members must:
  - (a) Complete and sign an application form accompanied by an application fee applicable to their membership category.
  - (b) Must be sponsored by Members in good standing.
    - (i) Full Membership will require sponsorship from two Members, at least one of which must be a Full Member.
    - (ii) Affiliate Membership will require sponsorship from one Affiliate or Full Member.
    - (iii) Any Member of the Board of Directors, other than the President and Director of Membership, is permitted to sponsor prospective Members.
      - 1 Only one member of the Board, considering the exclusions in 2.1(b)(iii), is permitted to sponsor an application.
  - (c) Must undergo an informal interview with the Membership Committee.
- 2.2. The fees payable on a failed application for membership shall be returned to the applicant minus an administrative fee.

### **3. Membership Dues**

- 3.1. Dues for Full and Affiliate Membership shall be recommended by the Board of Directors and subject to the approval by the Membership at the first Open General Meeting of the current fiscal year. Dues are payable to the Affiliation and cover the period of April 1st to March 31st of the following year.
- 3.2. If dues have not been paid by April 30th and alternate arrangements have not been made and agreed upon with the Director of Membership or the Treasurer, then the individual will no longer be a member in good standing, must return all Affiliation insignia, and will have to re-apply for Membership in the Affiliation.

#### 4. Rights and Privileges of Members

##### 4.1. Full Members:

- (a) Must reside in the Province of Ontario, excluding Members admitted prior to 2015;
- (b) Are eligible to attend and vote at all General Membership meetings;
- (c) May stand for election to the Board of Directors and Standing Committees;
- (d) Are eligible to serve on Standing or Special committees;
- (e) May purchase the Affiliation's back patch; and
- (f) Shall receive a membership card, shoulder patch and membership pin at no cost.

##### 4.2. Affiliate Members:

- (a) Are eligible to attend all General Membership meetings;
- (b) Do not have voting privileges;
- (c) Are not eligible to serve on the Board of Directors;
- (d) Are eligible to serve on Standing or Special committees;
- (e) If an Affiliate Member wants to switch to a Full Membership, they will need to pay the New Applicant Full Membership Fee; and
- (f) Shall receive a membership card, shoulder patch and membership pin at no cost.

#### 5. Member Dress Code

- 5.1. Members are encouraged to wear an article of clothing in either leather or denim which exhibits the insignia of the Affiliation at official events of the Affiliation.

#### 6. Member Code of Conduct

##### 6.1. All Members shall adhere to the following:

- (a) All forms of communication between Members—written, electronic or verbal—shall be in a respectful and business-like manner;
- (b) Members are accountable for obtaining consent for all interpersonal interactions of a physical or sexual nature. Reports of physical or sexual harassment are cause for disciplinary action;
- (c) All venues for Affiliation events shall be considered public venues and Members shall conduct themselves as they would in open, public areas.
- (d) Sexual activities must only take place at events in locations where such activity is explicitly authorized;
- (e) Affiliation insignia must not be visible in publicly distributed sexual material;
- (f) All breaches in conduct shall be handled using the existing disciplinary procedures; and

(g) No member of the Affiliation shall make any libellous, false or misleading statements about the Affiliation, any legal person associated with the Affiliation, or anyone engaged in lawful conduct with the Affiliation.

## 7. Discipline of Member(s)

7.1. The Board of Directors, under advisement from the Membership Committee, shall have the authority to suspend or expel any Member from the Affiliation for any one or more of the following grounds:

- (a) Violating any provision of the Bylaws or written policies of the Affiliation;
- (b) Engaging in any conduct which may be detrimental to the Affiliation as determined by the Board of Directors in its sole discretion; or
- (c) For any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Affiliation.

7.2. In the event that the Board of Directors determines that a member should be suspended or expelled from membership in the Affiliation:

- (a) The President shall provide notice of suspension or expulsion to the Member and shall provide reasons for the proposed disciplinary action. Notice will be provided 20 days in advance of disciplinary action, or before the next Board meeting, whichever is longer;
- (b) The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within the notification period; and
- (c) If no written submissions are received by the President or such other officer as may be designated by the Board of Directors, the President (or appointed officer) may proceed to notify the Member that the Member is suspended or expelled from membership in the Affiliation. If written submissions are received in accordance with this section, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board of Directors' decision shall be final and binding on the Member, without any further right of appeal.

7.3. Suspended Members are considered as Members not in good standing and remain suspended for a term to be decided by the Board of Directors.

7.4. Expelled Members may not be readmitted to the Affiliation without the approval of the Board of Directors. Expelled Members interested in re-admission must provide their request in writing, including justification, to the Board of Directors.

- 7.5. Any Member may, with the written support of four (4) other Members, submit to the Membership Committee a petition to have another Member expelled, based on justifiable grounds. Such a petition shall be acted upon by the Board of Directors and the Membership Committee as outlined in Sections 7.1 through 7.4.
- 7.6. In the event that the subject of a petition is a member of the Board of Directors, an independent Member Disciplinary Committee will be created as outlined in Section 17.2 and will oversee the actions outlined in Sections 7.1 through 7.3 in lieu of the Board.
- 7.7. If a Member resigns or is expelled, they shall be required to return their Membership Card, shoulder patch, and other provided emblems or insignia of the Affiliation, and are not entitled to a refund of Membership dues.

## **8. Meetings of the Membership**

- 8.1. The Affiliation shall hold three quarterly Open General Membership Meetings and an Annual General Meeting (AGM).
- 8.2. The business at the Annual General Meeting will include the following:
  - (a) Approve the minutes of the previous Open General Membership meeting, and the minutes of any Special General Membership meetings for which minutes have not yet been approved;
  - (b) Approve the financial statements for the current year;
  - (c) Elect Directors;
  - (d) Ratify the election vote and receive the new directors; and
  - (e) Any new or special business that was included in the notice of the meeting.
- 8.3. Special General Membership Meetings may be called at the discretion of the President or Board of Directors as necessary, provided that adequate notice is made and the reasons for such meeting are stated in the notice.
- 8.4. Special Committees shall meet as necessary to carry out the business of the Committee and shall report to the Board of Directors.

## **9. Requirements for Membership Meetings**

- 9.1. Notice shall be given a minimum of fifteen days in advance for the purpose of holding an Open General Membership Meeting, a Special General Membership Meeting, or an Annual General Membership Meeting through the Affiliation Newsletter, by eMail, text or phone call.
- 9.2. All Membership meetings shall be conducted in a manner consistent with Robert's Rules except where otherwise provided for in the Bylaws:

- (a) The quorum required to conduct business at a General Membership Meeting shall be the lesser of one-third (1/3) of the Full Members or fifteen (15) Full Members present;
- (b) Meetings of the Membership shall be in-person with additional video-conferencing for members who, for whatever reason, cannot attend the meetings of the membership;
- (c) Only Full Members in good standing are eligible to vote at meetings. A Full Member may permit a fellow full member to act as their voting-proxy; and
- (d) Meeting minutes shall be recorded and appended to the Affiliation's records, accessible to all members.

## 10. Member Resolutions

- 10.1. A Member may make a motion before the Board of Directors and the Membership at any meeting of the membership, a meeting of the Board of Directors, or a special meeting as required for the matter which a member seeks resolution.

## **Board of Directors and Executive**

### 11. Purpose of the Board of Directors

- 11.1. The Board of Directors of the Affiliation shall:
  - (a) Operate the Affiliation and ensure the Affiliation serves its purpose as defined in Part I of the governing documents; and
  - (b) Be transparent and accountable to the membership.
- 11.2. Each officer appointed to the Board shall discharge their duties to ensure the purposes of the Board established are met.

### 12. Board Composition

- 12.1. The Board shall have a minimum of three members at all times to maintain the Affiliation.
- 12.2. The required roles are the President, Secretary and Treasurer.
- 12.3. The Board shall be limited to a maximum of five members, consisting of President, Vice-President, Treasurer, Secretary, and Director of Membership.
- 12.4. Members of the Board shall be elected to their respective positions unless the position becomes vacant during a serviceable term and a by-election cannot be conducted by the Nominations Chair.

**13. Board ("Director") Member Positions and Responsibilities**

13.1. All Board Member roles and their associated duties are contained in Appendix "A" and shall bear the same enforceability as if those duties were contained in this section (or part thereof).

**14. Board Operations**

14.1. The roles described in their relevant sections of this by-law shall be the duties of each position.

14.2. The office of a Director shall be vacated immediately:

- (a) If the Director resigns office by written notice to the Affiliation, which resignation shall be effective at the time it is received by the Affiliation or at the time specified in the notice, whichever is later;
- (b) If the Director dies;
- (c) If the Director becomes bankrupt;
- (d) If the Director is found to be incapable by a court without regard to its jurisdiction or incapable of managing property pursuant to the Substitute Decisions Act or the Mental Health Act;
- (e) By the unanimous consent of the remaining Directors and subject to the approval by the Membership at an Open General Membership meeting or a Special General Membership meeting or;
- (f) By a two-thirds (2/3) vote of the Members at an open Membership meeting, provided one (1) months' notice of such actions is mailed to all Members.

14.3. A vacancy on the Board of Directors may be filled through a by-election or by appointment by the remainder of the directors, subject to the approval by the membership at the next Open General Membership Meeting.

**15. Meetings of the Board**

15.1. The Board of Directors shall meet once a month.

- (a) Minutes of meetings of the Board of Directors shall be available to all members.
- (b) Members shall be notified of the date, time and place of all Board of Directors meetings and any cancellations of those meetings.
- (c) The Board may at its discretion waive the requirement for a monthly meeting on a case-by-case basis.

15.2. The Affiliation shall hold an Open General Membership Meeting quarterly.

15.3. Special General Membership Meetings may be called at the discretion of the President or Board of Directors as necessary, provided that adequate notice is made and the reasons for such meeting are stated in the notice.

- 15.4. Special Board of Directors meetings may be called at the discretion of the President or on the counsel of one of the other Members of the Board of Directors.
- 15.5. Special Committees shall meet as necessary to carry out the business of the Committee and shall report to the Board of Directors.

## **16. Requirements for all Board Meetings**

- 16.1. All Board meetings shall be conducted in a manner consistent with Robert's Rules except where otherwise provided for in the Bylaws:
  - (a) The quorum required for a Board of Directors Meeting shall be three (3) Directors, with a clear majority required for all decisions; and
  - (b) Only Full Members in good standing are eligible to vote at meetings
    - (i) If a voting Member is unavailable to attend or participate in a Membership meeting, they may appoint another Full Member to vote for them by proxy. A Full Member may only serve as proxy for one other person.

## **Committees**

### **17. Formation, Types, and Responsibilities**

- 17.1. The Membership Committee and the Public Relations and Operations Committee shall be formed annually.
- 17.2. Member Disciplinary Committees shall be comprised of any eligible member that holds no conflict. A member who fails to disclose conflict of interest and contributes to a committee shall, upon discovery by the committee, be expelled from the committee upon vote by unaffected committee members or be offered the ability to resign from the committee before a vote to expel is held.
- 17.3. Special Committees may be formed by the Board of Directors from time to time to deal with specific items or affairs.
- 17.4. All Committees report to the Board with the following exceptions:
  - (a) Special Committees will be directly responsible to one Board Member.
  - (b) Member Disciplinary Committees that investigate a member of the Board shall report to an unaffected, conflict-free member of the Board.
- 17.5. All Committees shall be made up of Members in good standing.
- 17.6. The Membership Committee shall consist of:
  - (a) The Director of Membership as Chair of the Committee;
    - (i) In a situation where this position is vacant, either the President or Vice-President may stand in to fulfill the duties of the role.
  - (b) The Member At Large;
  - (c) One (1) Member elected by the Membership; and

- (d) Member(s) appointed by the Director of Membership and approved by the Board of Directors.

17.7. The Public Relations and Operations Committee shall consist of:

- (a) The Vice President as Chair of the Committee;
- (b) The Webmaster;
- (c) The Publications Editor; and
- (d) Member(s) appointed by the Director of Public Relations and approved by the Board of Directors and/or the Membership.

## **18. Removal or Penalization of Committee Members**

18.1. If it is the opinion of the Committee Chair that a Committee Member is not fulfilling their duties satisfactorily, the Committee Chair shall recommend removal of the Committee Member.

- (a) Removal must be approved by the Board of Directors.
  - (i) Upon approval, the Committee Member shall vacate their position and a new member shall be appointed as approved by the Board of Directors.
  - (ii) If removal is not approved, the Committee Member remains on the Committee.

## **Nominations, Elections, and Resolutions**

### **19. Nominations Chair**

19.1. The Affiliation shall establish and maintain a Nominations Chair to oversee the nomination of candidates for a position (including the annual Brotherhood Award), conduct Board and Committee elections, and tabulate votes for elections.

- (a) The Nominations Chair shall be appointed following a motion and successful vote at the second quarterly Open General Meeting, and serve for a period of one year.
- (b) The Affiliation shall normally appoint a Nominations Chair who is not campaigning for an elected Board or Committee position during an election cycle.
- (c) The Nomination Chair's duties are outlined in Appendix A.

## 20. Nominations

20.1. Nominations for election shall be governed as follows:

- (a) Nominations will be accepted for eligible positions as outlined in Section 21.1(c).
- (b) A Member in good standing may allow their name to stand for nomination to only one (1) position per election.
  - (i) Full Members may stand for election to a Board of Directors or Committee position.
  - (ii) Affiliate Members are only eligible for Committee positions.
- (c) Nominations shall close at the conclusion of the Nominations Meeting, which is typically held as part of the third quarterly Open General Meeting.
- (d) When only one (1) candidate is nominated for a position, they are elected by acclamation at the Nomination Meeting.
- (e) The Nominations Chair shall publish in Phalia the names of those Members who have accepted the nominations at least two weeks prior to the Annual General Meeting.
- (f) Members who have accepted nominations will be provided space in Phalia to outline their suitability for election and their campaign platform.

## 21. Elections

21.1. Elections shall be governed as follows:

- (a) Elections shall be held annually.
- (b) All voting shall be held by secure electronic ballot.
- (c) The following positions will be elected for a two (2) year term until the election of a successor:
  - (i) The President, Secretary, and Director of Membership shall be elected on even-numbered years.
  - (ii) The Vice President and Treasurer shall be elected on odd-numbered years.
  - (iii) The Member at Large, Webmaster, Publications Editor, Archivist and elected Standing Committee Members shall be elected annually.
- (d) In any election, a candidate to be elected must receive a simple majority of the votes cast.
- (e) Officers-elect shall take office effective as of the changeover meeting following the Annual General Meeting.

## 22. Resolutions

22.1. Any resolution brought forth by the Board or the membership, or any election for a position shall be voted upon by all eligible members, however:

- (a) The President may only vote to break a tie on a resolution.
- (b) Only Full Members of the Affiliation can vote on a resolution or in an election.
- (c) Votes shall be held either at a meeting of the Board, a meeting of the membership or by electronic ballot measure.

## **Votes and Voting**

### 23. Responsibility

23.1. The Meeting Chair shall be responsible for the issuance of all ballots where a ballot measure is being used on a motion.

### 24. Directed issuance of ballots

24.1. The Board may direct the Nominations Chair to issue ballots for purposes which the Board, or the Affiliation, believe is best served by vote.

### 25. Records Maintained

25.1. A Record of each vote shall be maintained by the Nominations Chair on all measures and shall be appended to the Affiliation's records.

## **Finances**

### 26. Fundraising and Expenditures

26.1. The Board of Directors shall have the power to raise funds by such legal means as it may see fit from time to time.

26.2. Expenditures over \$250.00 (Two Hundred and Fifty Dollars) shall require the approval of the majority of the Board of Directors.

26.3. Expenditures over \$1000.00 (One Thousand Dollars) shall require the approval of the Membership.

26.4. All cheques of the Affiliation must be signed by any two (2) of the following.

- (a) The President
- (b) The Secretary
- (c) The Treasurer

26.5. When two signing authorities are involved in the points listed below they cannot co-sign checks. An alternative (normally the Vice President) should be provided.

- (a) Cohabiting conjugally, being either married or common-law (residing in the same residence for more than one year)
- (b) Cohabiting with another member of the Board in a non-conjugal relationship where there is a financial interest.

- (c) Not cohabiting but engaged in an active romantic or sexual relationship with another member of the Board.

## **Miscellaneous Provisions**

### **27. Official Statements**

- 27.1. Only the President or Vice President shall make official statements on behalf of the Affiliation.
- 27.2. All official statements must be approved by the Board of Directors.
- 27.3. Members shall not publish or reprint official statements or comments on behalf of the Affiliation without the written permission of the Board of Directors.

### **28. Amendments to Bylaws**

- 28.1. The By-laws of the Affiliation may be amended by:
  - (a) Written notification three (3) weeks prior to the meeting, then decided by a two-thirds (2/3) vote of full members in good standing.
  - (b) Changes require updates to the official incorporation By-laws, which are held by the government of Ontario.
  - (c) Updated copies of the By-laws will be made available to Members electronically.

### **29. Enforceability**

- 29.1. The invalidity or unenforceability of any provision of these Articles shall not affect the validity or enforceability of the remaining provisions of these Articles.

### **30. Dissolution**

- 30.1. In the unforeseeable circumstances the Affiliation ceases to operate, dissolves or becomes insolvent, an individual authorized by the Board of Directors, or the Board of Directors of the Affiliation are required to comply with Part XII of Not-for-Profit Corporations Act and any other applicable statutes and regulations.
- 30.2. In order to dissolve Spearhead a Special Closed Members Meeting is required.
  - (a) A motion to dissolve Spearhead must receive a vote of seventy-five (75) percent acceptance from Spearhead Full members present with a minimum quorum of thirty (30) percent of Full members.
  - (b) Upon dissolution of Spearhead, the Board of Directors shall have a minimum of forty-five (45) days to disburse its debt and obligations. This shall not exceed one calendar year from the date of dissolution.

- (c) Any funds remaining after clearance of debt and obligations shall be allocated to Spearhead Charities. Any remaining Spearhead property shall be donated to the City Of Toronto Archives or Canadian Lesbian + Gay Archives (CLGA) or any descendant organization.

### **31. Effectiveness**

- 31.1. This document shall become effective upon passage by the Board of Directors pending ratification by the membership.
- 31.2. This document is fully effective upon ratification by the membership.

# APPENDIX A: ROLE DESCRIPTIONS

## **Board of Director Roles**

### *Duties of the President and Chairperson*

1. Serve as Chair at all Board of Directors' Meetings, at all Open General Membership meetings and at the Annual General Meeting.
2. Act as the Spokesperson for the Affiliation.
3. Help the Secretary to prepare the agenda for the Board of Directors' and General Membership meetings.
4. Choose an individual or business/organization to receive The President's Award.
5. Has cheque signing authority along with the Treasurer and Secretary.
6. Does not vote on a resolution of the membership or the Board unless a tied vote on the resolution occurs.

### *Duties of the Vice-President*

1. Assist the President in the execution of their duties.
2. Represent the President and serve as Chair of the Board of Directors in the President's absence.
3. Act as Chair of the Public Relations and Operations Committee, and report to the Board of Directors on its activities.

### *Duties of the Treasurer*

1. Deposit all revenues of the Affiliation in the Affiliation's bank account.
2. Disperse funds as approved by the Board of Directors.
3. Maintain proper financial records.
4. Give a financial report at each Board of Director meetings, at all Open General Membership Meetings and the Annual General Meeting.

5. Present an operation budget for the current year at the first quarterly Open General Meeting, to determine the Membership dues for the following year. Such a budget is to be ratified by the Membership.
6. Has cheque signing authority along with the Secretary and President.

***Duties of the Secretary***

1. Record the minutes of all Board of Directors and Membership meetings. Such minutes shall include the date of each meeting, the significant items of business discussed, including reports from Standing Committees.
  - 1.1. Reports from the Standing Committees shall be sent to the Secretary in advance, whenever possible.
2. Distribute copies of the minutes of the Board of Directors' meetings to each Member of the Board as quickly as possible after the conclusion of each meeting.
3. Distribute copies of the Board of Directors' agendas to the Board of Directors.
4. Give notice to the Directors of all meetings.
5. Be responsible for sending out the agenda to Open General Meetings and the Annual General Meeting to all Members.
6. Prepare the agenda for the Board of Directors' and Membership meetings, with the President.
7. Receive the official Affiliation mail and distribute it to the appropriate officials.
8. Update the names, addresses and positions of the Board of Directors.
9. Has cheque signing authority along with the Treasurer and President.

***Duties of the Director of Membership***

1. Act as Chair of the Membership Committee and report to the Board of Directors on its activities.
2. Keep an up-to-date inventory of Affiliation insignia, pins, and other merchandise.
3. Maintain the Membership list of the Affiliation and shall distribute the list as required by law.
4. Distribute renewal notices to Members of the Affiliation.
5. Distribute electronic or physical birthday cards to membership.

## **Executive Committee Roles**

### ***Duties of the Public Relations and Operations Committee***

1. Organizing the Affiliation's fundraising activities.
2. Executing and planning the Anniversary Dinner and other social events as directed by the Board of Directors.
3. Executing and planning activities as approved by the Membership and the Board of Directors, except for those specifically listed elsewhere.

### ***Duties of the Membership Committee***

1. Receiving all Membership applications.
2. Reviewing and assessing each new applicant as to their interests in the Affiliation and reasons for joining.
3. Preparing a report on each new applicant, along with a recommendation for acceptance or rejection, to be presented to the Board of Directors.
4. Maintaining the Membership lists current and up to date.
5. Contacting all sponsors of prospective new members and documenting their comments for review by the Board of Directors.
6. Receiving Membership renewals.
7. Ensuring that Members maintain the purposes and aims of the Affiliation.
8. Providing each new applicant with an electronic copy of the governing documents.
9. The distribution and/or sale to Members of official Affiliation crests, emblems, or insignia.

## **Executive Committee Member Roles**

### ***Duties of the Archivist***

1. Storage, cataloguing and maintenance of the Archives.
2. Acquisition of Affiliation memorabilia.
3. Display of the Archives as requested by the Board of Directors.
4. The maintenance of the Affiliation trophy collection.

### ***Duties of the Member at Large***

1. Sending get well cards to Members that are not in good health.
2. Maintaining a supply of and delivering a “special” gift to Members stricken with a serious illness.
3. Sending sympathy cards to Members in the event of a deceased spouse, parent, or child, or to the family of a deceased member when appropriate.

### ***Duties of the Publications Editor***

1. Compilation and publication of the Affiliation’s newsletter.
2. Sending out receiving renewal notices to advertisers in the Phalia newsletter.
3. Publication and distribution of such other literature as is necessary, and as directed by the Board of Directors.
4. Providing a report on the Affiliation as necessary to other recognized Club Publications.

### ***Duties of the Webmaster***

1. Maintenance of the Affiliation’s website.
2. Creating and editing content for the Affiliation’s social media accounts.
3. Sharing social media content and notices from other organizations.
4. Distributing website inquiries to the appropriate Board member.
5. Replying to questions posed on social media platforms, either publicly or through those platforms’ internal messaging systems.
6. Distributing email notifications of upcoming events to the Membership.
7. Maintaining social media accounts in accordance with the following code of conduct:
  - 7.1. All posts shall comply with the code of conduct and comply with the Terms of Service (TOS) of that social media platform.
  - 7.2. All social media shall be administered by the Webmaster and monitored by the Vice President.