

# **OUTReach Southern Alberta Society By-Laws**

## **PART I: ORGANIZATION**

### **1. OBJECTS**

#### **1.1 Name**

The name of the society shall be **OUTReach Southern Alberta Society** (OUTREACH).

#### **1.2 Fiscal Year**

The fiscal year of OUTREACH is from January 1 to December 31.

#### **1.3 Audit**

The books and records of OUTREACH shall be audited at least once every year by a duly qualified accountant or by two persons, one of whom must be a member in good standing, appointed for that purpose at the Annual General Meeting. A complete standing of the books and records of OUTREACH for the previous year shall be submitted by the auditor(s) at the Annual General Meeting of the society.

#### **1.4 No Monetary Gain to Members**

- (a) OUTREACH shall carry on its operations without pecuniary gain to its members, and any profits or other accretions shall be used solely in promoting its objects.
- (b) The members or directors of the society may be reimbursed expenses incurred by them in the performance of their duties as approved by the Board.

## **2. ORGANIZATION**

### **2.1 Organizational Structure**

OUTREACH shall consist of its members and a board of directors ("the Board").

### **2.2 Gender Inclusion**

In all of its organizational structures, OUTREACH will strive to achieve a gender balance. (Trans people are entitled to self-identify with respect to gender.)

### **2.3 Written Notice**

- (a) Except where otherwise noted, written notice shall be communicated by printed notice, letter or by email. (b) It is the individual's responsibility to ensure the society has the correct address to serve written notice.

## **2.4. Rules of Order**

Roberts Rules of Order shall guide OUTREACH in all procedural matters not contained in these by-laws.

## **3. AMENDMENTS TO BY-LAWS**

These by-laws may be repealed or amended by a vote of the Board members at a meeting of the Board and approved by a two-thirds (2/3) majority vote of eligible members present at an Annual General Meeting or general meeting of the members or by a special resolution of the membership.

## **4. DISSOLUTION OR AMALGAMATION**

### **4.1 Motions of Dissolution or Amalgamation**

A motion to dissolve OUTREACH or amalgamate with another organization requires a two-thirds (2/3) majority vote of eligible members by referendum in advance of a general meeting of members.

### **4.2 Liquidation of Assets**

A motion to liquidate the assets of OUTREACH Society shall be considered to be included in the general motion of dissolution or amalgamation.

### **4.3 Disposition of Property on Dissolution**

In the event of the dissolution of OUTREACH, after the payment of all liabilities, the Board shall dispose of the remaining assets to one or more organizations carrying on similar activities solely within Canada and whose objects, in the Board's opinion, are beneficial to lesbian, gay, bisexual, trans, two spirit, intersex, queer, questioning and allied people (LGBTTIQQA) and their families in the Lethbridge area and is an eligible donee as described in subsection 188 (1.3) of the Income Tax Act.

## **PART II: MEMBERS**

## **5. MEMBERSHIP**

### **5.1 Eligibility**

Any individual or group who is in agreement with and committed to furthering the mission and vision of OUTREACH is eligible to be a member.

## **5.2 Membership Fees**

Membership fees or dues shall be determined from time to time by the Board of Directors.

## **5.3 Member in Good Standing**

A member is in good standing if fees and dues are paid for the assessment year. If any member is in arrears for fees or dues for thirty (30) days, such member shall be considered to be not in good standing until such fees or dues are paid.

## **5.4 Reference to Member**

Except where otherwise noted, a reference in these by-laws to a member includes both an individual member and a group member.

## **5.5 Individual Membership (note a couples membership is defined as two individual memberships)**

An individual member has the following rights and privileges:

- (a) to be a candidate for election or appointment to the Board, subject to the requirement that a member be in good standing for thirty (30) days previous to election or appointment;
- (b) to be notified of, attend, and participate in a general meeting;
- (c) to exercise one (1) vote in elections of directors and referenda;
- (d) to exercise one (1) vote at a general meeting;
- (e) to access non-confidential documentation and financial statements of OUTREACH;
- (f) to request to make a presentation to the Board or to a committee.

## **5.6 Group Membership**

A group may designate any single individual to represent the group. That representative has the same rights and privileges as an individual member, except the right to be a candidate for election or appointment to the Board.

## **5.7 Withdrawal from Membership**

A member may withdraw membership in OUTREACH by sending written notice to the Membership Director.

## **5.8 Removal from Membership**

- (a) The Board may remove a member from OUTREACH if that member: (i) acts in violation of its objects or policies;
- (ii) acts in a manner detrimental to OUTREACH; or
- (iii) acts in a manner unbecoming of a member.

(b) The Board shall give written notice to the member of the intention to consider removal and the basis for removal under sub-article (a) at least thirty (30) days in advance of the meeting at which the Board will consider the matter. The member has the right to participate in the meeting or to make a written submission to show why the member should not be removed from OUTREACH.

(c) Removal or reinstatement requires a 2/3 majority vote at the Board meeting considering the motion.

## **6. MEMBERSHIP MEETINGS**

### **6.1 Annual General Meeting**

An Annual General Meeting of the members shall be held within three (3) months of the fiscal year end.

### **6.2 Notice of Annual General Meeting**

Notice of the Annual General Meeting including time and place shall be communicated to the membership at least thirty (30) days prior to the date fixed for the meeting.

### **6.3 Mandatory Agenda Items**

The following items must be included in the agenda of an Annual General Meeting:

- (a) adoption of minutes of the previous Annual General Meeting and any intervening Special General Meeting;
- (b) adoption of any annual reports;
- (c) adoption of a statement of the accounts of the past fiscal year;
- (d) appointment of the auditor(s);
- (e) adoption of motions voted by membership referendum;
- (g) election of the Board;
- (h) the business to be transacted as stated in the notice for the Annual General Meeting.

### **6.4 Notice Required for Agenda Items**

The following items must not be considered at a general meeting unless written notice is given to members at least thirty (30) days prior to the date fixed for the meeting:

- (a) amendment to the by-laws;
- (b) borrowing of money;
- (c) removal of members, officers or directors;
- (d) affiliation with other bodies; and
- (e) dissolution of OUTREACH

### **6.5 Special General Meetings**

(a) The Board must call a Special General Meeting upon receipt by the Secretary of a written request by not less than 50% +1 of the members in good standing stating the general nature of the business to be transacted.

- (b) The Board may call a Special General Meeting on its own initiative.
- (c) Notice of the time and place of the Special General Meeting shall be communicated to the membership, as well as the names of the members who have requested the meeting, and the general nature of the business to be transacted at the meeting with at least 30 days notice.
- (d) A Special General Meeting may be held at the same time as an Annual General Meeting if all of the requirements of the Act and these by-laws are satisfied.
- (e) The same members who requested a special general meeting may withdraw the request by sending written notice to the Secretary.
- (f) In the event that a majority (50%+1) of the members indicate in writing that they do not wish a meeting for the purpose requested, or if sponsorship falls below the level required, the Board may cancel a Special General Meeting.

### **6.6 Eligibility to Vote**

- (a) A member is eligible to vote provided the member is in good standing thirty (30) days prior to the date fixed for the meeting where the vote will be counted.
- (b) The right to vote shall automatically be suspended for any member who ceases to be a member in good standing.

### **6.7 Voting by Ballot**

Board elections and referenda shall be conducted by paper ballot.

### **6.8 Quorum**

- (a) The Society members in good standing who are present shall constitute quorum for a General Meeting or Special General Meeting.
- (b) Two-thirds (2/3) of the original quorum is required to maintain quorum throughout the meeting.

## **PART III: DIRECTORS**

### **7. BOARD OF DIRECTORS**

#### **7.1 Composition**

- (a) The Board consists of the directors elected by the membership at each Annual General Meeting and those directors appointed or elected to fill a mid-term vacancy.
- (b) Every attempt will be made to ensure that the Board members reflect gender diversity as well as the diversity of the community we serve.

## **7.2 Eligibility**

Candidates for election or appointment to the Board must be a Member in good standing status as defined in 5.5a.

## **7.3 Directors**

A maximum of nine (9) Board positions shall be filled by election.

## **7.4 One Director per Position**

At any time, a director may only fill one (1) of the designated board positions.

## **7.5 Resignation**

Directors may resign by communicating to the President, Secretary, or to a quorum of the Board.

## **7.6 Removal**

- (a) The Board shall remove a director from office if that director:
  - (i) misses two (2) consecutive meetings of the Board without cause;
  - (ii) acts in violation of the purposes, objectives, policies, or procedures of OUTREACH;
  - (iii) acts in a manner detrimental to the organization;
  - (iv) acts in a manner unbecoming of a director;
  - (v) is found to be in a permanent conflict of interest, or a permanent perceived conflict of interest; or
  
- (vi) no longer meets the eligibility requirements to be a director as specified in these bylaws
- (b) Upon request to the Board by no less than fifty percent (50%) of members in good standing, the Board shall consider the request and remove the director from the Board if the Board considers the request to be reasonably justified.
- (c) The Board shall give written notice to the director of the intention to consider removal seven (7) days in advance of the meeting which will consider the matter. The director shall have the right to make representation to the meeting in person or in writing, to show cause why the director should not be removed from office.
- (d) Removal or reinstatement shall be by a 2/3 majority vote at the designated meeting of the Board.
- (e) A director who is removed shall have the right to make representation in person or in writing to the next Annual General Meeting.

## **7.7 Indemnity to Directors**

Every director of OUTREACH and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and

saved harmless out of the funds of OUTREACH, from and against:

(a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;

(b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **8. BOARD POWERS**

### **8.1 General Powers**

In addition to other specific powers assigned elsewhere in these by-laws, the Board may:

(a) manage the affairs of OUTREACH;

(b) determine and implement policies and actions, not inconsistent with these by-laws, relating to the management and operation of OUTREACH;

(c) enter into contracts in the name of OUTREACH;

(d) appoint, by resolution, an officer, director, employee or designated individual to sign specific contracts, documents or other instruments on behalf of OUTREACH;

(e) retain employees and consultants;

(f) approve, by resolution, expenditures not included in the budget for the current fiscal year; and

(g) establish a policy for conflicts of interest among directors, officers, members, staff, volunteers, contractors, and their families.

### **8.2 Borrowing Powers**

(a) For the purpose of carrying out its objects, subject to any statute or law, or the letters patent if any, any direction of a specific or general nature embodied in a resolution of a general meeting and these by-laws, the Board may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society and in no case shall debentures be issued without the sanction of a special resolution of the society.

(b) secure any such debentures or other securities or any other present or future borrowing or liability of OUTREACH by mortgage, hypothecate, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable property of OUTREACH, and its undertakings and rights.

(c) Any money borrowed or any debentures or securities issued may only be used for current operating expenses of OUTREACH.

(d) The Board may delegate its powers under sub-article (a) to the officers or directors as the Board sees fit.

### **8.3 Delegation of Powers**

The Board shall have power to delegate authority for specific matters to any of its committees, or to any officer or employee or any designated member of good standing of the Society.

### **8.4 Subcommittees**

The Board may establish subcommittees from time to time in order to conduct its business more effectively.

## **9. BOARD MEETINGS**

### **9.1 Notice of Regular Meetings**

The President is responsible for calling regular meetings of the Board by giving directors at least seven (7) days notice of the date, time and place for the meeting.

### **9.2 Regular Board Meetings**

The Board shall hold regular meetings at least ten (10) times a year, at intervals not greater than sixty (60) days. Meetings may be held in person, or by any electronic means.

### **9.3 Special Board Meetings**

The Board may call a special meeting of the Board at the request of at least three (3) directors. At least five (5) days notice shall be given of the date, time, place, communication format and connection procedures for the meeting and agenda for the meeting. No items may be added to the agenda at the meeting.

### **9.4 Voting Rights**

Each active director of OUTREACH shall have one (1) vote per individual at a meeting of the Board. A director may not grant a proxy vote for meetings of the Board.

### **9.5 Quorum**

A quorum for all meetings of the Board shall be a majority (50%+1) of the active directors.

### **9.6 Voting Majority**

A majority vote of active directors at a meeting is required for a motion to be adopted.



## **9.7 Decision Making**

(a) The Board strives for consensus in all decision-making processes. A decision shall be considered to have been reached by consensus when every director supports or accepts the motion presented, with no participant blocking the decision. When consensus cannot be reached after 20 minutes, the Chair may call a vote.

(b) From time to time discussion and/or “Action without a Meeting of the Board of Directors” may be required that will require alternate methods of decision making. The Board of Directors will establish and implement policies, not inconsistent with these by-laws, relating to the management these matters.

## **9.8 Guests**

The Board may invite staff, members, or others to participate in whole or part at a meeting the Board. Guests have no voting rights.

## **10. BOARD ELECTIONS**

### **10.1 Elections Committee**

(a) At least sixty (60) days before the Annual General Meeting, the Board shall appoint an Elections Committee of not more than three (3) members. The voting committee members shall not be directors currently, standing for election, or paid staff of OUTREACH, nor family members of any of the aforementioned.

(b) The Elections Committee shall be responsible for the conduct of elections in accordance with these by-laws and such elections policies as may be established by the Board.

### **10.2 Scrutineers**

The Board shall appoint at least two (2) members to be scrutineers. They may not be members who sit as directors currently, are standing for election, or are paid staff of OUTREACH nor family members of any of the aforementioned. To ensure the process is seen to be fair, the names of the scrutineers shall be included in the call for nominations. Ballots shall only be opened in the presence of both scrutineers.

### **10.4 Ballot**

A valid ballot shall contain a clear selection of candidates equal to or less than the number of board vacancies.

## **10.5 Acclamations**

In the event that only the required number of valid nominations has been received for a position by the close of nominations, the nominee(s) will be deemed to be elected. The results will be forwarded to the membership with the biographies to the membership.

## **10.6 Tie**

- (a) The candidate receiving the most votes shall be elected.
- (b) A second vote will be conducted with only those candidates who tied for the most votes and who wish to continue to participate. A ballot shall be distributed to eligible voting members at the Annual General Meeting. (c) If the second ballot results in a tie, the Board shall vote to choose a candidate from those who tied in the second election. In the event of a tie vote among directors, the contested position will be determined by the flip of a coin.

## **10.7 Vacancies and By-elections**

- (a) In the event that a Board position becomes vacant, the Board may appoint an eligible member to the position until the next Annual General Meeting.
- (b) In the event that there is no nominee for a particular position by the close of nominations, the Board may appoint after the Annual General Meeting or by-election an eligible member to the position until the next Annual General Meeting.
- (c) If there are no candidates for a particular Board position, that position shall remain vacant until the election or appointment of a Director who meets the relevant requirements.

## **PART IV: OFFICERS**

### **11. EXECUTIVE**

#### **11.1 Composition and Eligibility**

- (a) The officers shall be a President, Vice-President, Secretary, Treasurer and Membership Director.
- (b) No two offices may be held by the same individual.
- (c) Officers must be members in good standing and carry out a one-year term ending at the next Annual General Meeting.
- (d) Spouses/Partners/Relatives may not hold serve on the Executive at the same time.
- (e) Officers are elected by the members as Directors. Members then nominate individual Directors to serve in each Officer position as listed in 11.1 (a)”

## **11.2 Election of Officers**

- (a) The members in good standing attending the Society's Annual General Meeting each year shall elect the officers from the elected Board.
- (b) The election of the officers shall begin with the President followed by Vice-President, Secretary, Treasurer and Membership Director.
- (c) In the event of a tie vote, all parties will be asked if they wish to continue. If they do, the contested position will be determined by the flip of a coin.

## **11.3 Executive Committee**

- (a) The Executive Committee can, by resolution of the Board, undertake any specific Powers of the Board.
- (b) The Executive Committee shall be comprised of the officers of OUTREACH.

## **12. DUTIES OF OFFICERS**

### **12.1 President**

The President is a member of the Board responsible for:

- (a) Providing leadership to the Board of Directors.
- (b) Chairing meetings of the members, Board and developing the agenda.
- (c) Casts a vote only to break a tie vote.
- (d) Encouraging the Board's role in strategic planning.
- (e) Serving *ex officio* as a member of committees and attending their meetings when able or invited.
- (f) Helping to guide and mediate Board actions with respect to organizational priorities and governance concerns.
- (g) Monitoring financial planning and financial reports.
- (h) Playing a leading role in fundraising activities.
- (i) Evaluating annually the performance of the organization in achieving its mission.
- (j) Ensuring that all policies and actions approved by the Board and by the members are properly implemented.
- (k) Ensuring that a register of all policies of OUTREACH is maintained; and
- (l) Retaining signing authority on OUTREACH bank account (s)

### **12.2 Vice-President**

The Vice-President is a member of the Board responsible for:

- (a) Performing Chair responsibilities when the President cannot be available.
- (b) Working closely with the Chair to create a leadership team.
- (c) Working closely with the Chair to develop and implement officer transition plans.
- (d) Performing other responsibilities when assigned by the Board.
- (e) Retaining signing authority on OUTREACH bank account (s)

### **12.3 Secretary**

The Secretary is a member of the Board responsible for:

- (a) Maintaining records of the board and ensures effective management of organization's records.
- (b) Managing minutes of board meetings.
- (c) Ensuring minutes are distributed to members shortly after each meeting.
- (d) Maintaining sufficient familiarity with legal documents (articles, by-laws, CRA letters, etc.) to note applicability during meetings.
- (e) ensuring that all necessary records required by the by-laws or by any applicable statute or law are regularly and properly maintained and filed.
- (f) Retaining signing authority on OUTREACH bank account (s)

### **12.4 Treasurer**

The Treasurer is a member of the Board responsible for:

- (a) Managing the finances of the organization.
- (b) Administration of all fiscal matters of the organization.
- (c) Provision of an annual budget to the board for members' approval.
- (d) Ensuring development and board review of financial policies and procedures.
  
- (e) The care and custody of the funds and other assets of OUTREACH;
- (f) Ensuring full and accurate maintenance of all books of the accounts and of all financial transactions of OUTREACH;
- (e) Reporting to each regular meeting of the Board on the financial accounts of OUTREACH;
- (f) Facilitating an annual audit with the appointed auditors, prior to the Annual General Meeting;
- (g) Presenting a written financial report at the Annual General Meeting.
- (h) Retaining signing authority on OUTREACH bank account (s) and must be one of the required signatures on each cheque issued.

### **12.5 Membership Director**

The Membership Director is a member of the Board responsible for:

- (a) Maintaining a complete and up to date membership list.
- (b) Keeping membership information confidential in accordance with Privacy Laws, only providing information necessary for the functioning of the Society.
- (c) Sending membership renewal notices and member cards to the member's last known address.
- (d) Providing receipts for membership dues paid.
- (e) Forwarding all membership funds to the Treasurer or designate within thirty (30) days of receiving any funds..
- (f) Providing leadership in the area of member growth plans.
- (g) Providing to other Board members relevant information on membership
- (h) Facilitating the distribution of OUTREACH newsletters to membership.

## **12.6 Execution of Documents**

Contracts, documents, and other instruments made in the name of OUTREACH are binding on OUTREACH when signed by any two (2) of the Officers or where the Board has, by resolution, appointed an officer, director, employee, or other responsible individual to sign specific contracts, documents or other instruments on behalf of OUTREACH.

## **12.7 Delegation**

An officer may delegate any duty for which he or she is responsible in Part IV 12 to another officer, director, employee, or other designated individual, by resolution of the Board.

## **PART V: COMMITTEES**

### **13. COMMITTEE STRUCTURE**

#### **13.1 Standing Committees**

The Board shall establish standing committees as it determines they may be necessary. Such committees shall draw up terms of reference and submit these to the Board for approval. All committees are accountable to the Board of Directors.

#### **13.2 Ad Hoc Committees**

The Board may establish ad hoc committees from time to time and for a fixed period. If terms of reference are not included in the motion to establish an ad hoc committee, the committee shall draw up its own terms of reference and submit these to the Board for approval. All committees are accountable to the Board of Directors.

#### **13.3 Budget**

The Board sets the budget for each committee.

#### **13.4 Terms of Reference**

(a) Terms of reference for all committees shall include the following: (i) name of the committee;

2. (ii) the composition (chair, secretary, and membership);
3. (iii) terms of membership;
4. (iv) objectives and goals;
5. (v) jurisdiction;
6. (vi) resources and budget;

- (vii) governance;
- (viii) methods of communication; and
- (ix) the relationship to any overlapping activities of OUTREACH.

(b) Terms of reference for all committees may also include the following:

1. (i) the type of committee (standing, ad hoc, discussion, working, combination, task force, etc);
2. (ii) any specific directives defining goals and tasks;

(iii) the assignment of any staff or community organizations as associate members.

### **13.5 Convening Meetings**

Meetings of committees shall be called by the Chair. If no Chair is designated, a board member shall be appointed to convene the first meeting, and the committee shall then elect its own chair.

### **13.6 Committee Membership**

Committee membership is determined by the Board through the Terms of Reference. The Chair shall be ex-officio a member of all committees. All other Board members are required to be a member of a minimum of one (1) but not more than (2) committees. If there is insufficient board representation on any committee, the Board of Directors will review and remedy the situation.

### **13.7 Removal of Committee Member**

(a) A member or chair of a committee shall be removed if that member:

- (i) misses two (2) consecutive meetings without cause;
- (ii) acts in violation of the purposes, objectives, policies, or procedures of OUTREACH;
- (iii) acts in a manner detrimental to the organization;

(b) A member or chair of a committee shall be removed if, and when, a motion requesting removal of that person is approved by a two-thirds (2/3) majority of votes cast at a meeting of the committee, subject to approval by the Board. The individual concerned has the right to make a statement at both meetings.

### **13.8 Statutory Reports**

All committees shall present minutes of their meetings to the board for review in advance of each regularly scheduled meeting of the board of directors. All committees shall prepare annual reports to the Board for presentation at the Annual General Meeting. Ad hoc committees whose business is not completed at the time of the Annual General Meeting shall prepare interim reports.

Approved by Special Resolution on March 26, 2015 at the Annual General Meeting of the Gay and Lesbian Alliance of Lethbridge and Area.