



## **OUTLOUD North Bay**

### **Constitution and By-laws**

#### **Article 1 - NAME**

1.1 Name - The name of the organization shall be OUTLOUD North Bay (hereafter referred to as "OUTLOUD"). OUTLOUD is a Not-for-Profit corporation, incorporated under the Not-for-Profit Corporations Act as (what ever is on articles of incorporation).

#### **Article 2 - DEFINITIONS**

Definitions - The following terms have these meanings in these Bylaws:

- 2.1 Act - the Canada Not-for-Profit Corporations Act, S.C. 2009 c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- 2.2 Auditor - a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution, at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members. The Auditor shall not be an Employee or a Director of the Corporation, nor affiliated with an Employee or Director of the Corporation.
- 2.3 Board - the Board of Directors of the Corporation.
- 2.4 Corporation – OUTLOUD North Bay
- 2.5 Director - an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- 2.6 Officer - an individual appointed to serve as an Officer of the Corporation
- 2.7 LGBTQ2S - This acronym refers to gender identities and sexual orientations including, but not limited to, lesbian, gay, bisexual, transgender, Two-Spirit, queer, and questioning. It is important to remember that terms used to describe gender identities and sexual orientation are always evolving.
- 2.8 Youth – Anyone between the ages of 6 to 19 years of age
- 2.9 Ally - An ally is someone who believes in the dignity and respect of all people and takes action by supporting and/or advocating with groups experiencing social injustice. An ally does not identify as a member of the group they are supporting.

## **Article 3 - PURPOSE**

Many LGBTQ2S youth face challenges such as difficulty finding a trusted person to be open with about their identity; a lack of safe and welcoming spaces that are inclusive of LGBTQ2S identities; supports or caregivers who lack awareness and understanding of the needs of the LGBTQ2S youth and/or the resources available to them; challenges developing lasting relationships or accessing appropriate services due to stigma and discrimination, a lack of understanding of families in supporting youth who may be struggling with the gender identity, gender expression, and/or sexual orientation; lack of specific inclusion policies and practices (e.g. access to gender-affirming health care); not seeing themselves and other LGBTQ2S identities represented among peers, caregivers and leaders.

3.1 Purpose – The purpose of OUTLOUD shall be to prevent and address problems related to the mental health and well-being, while better meeting the above mentioned needs of LGBTQ2S youth in North Bay and surrounding areas.

Although OUTLOUD's purposes are specific to a particular "at-risk" youth group (those directly affected by or experiencing the identified issue or problem), other youth are welcomed to participate in the activities or programs by serving as role-models and allies.

## **Article 4 – OBJECTIVES**

The objectives of OUTLOUD are as follows:

- Providing a safe, inclusive, supervised facility for youth;
- Addressing youth unemployment by providing job skills training, resume writing and employment assistance to youth;
- Protecting susceptible youth from harm or victimization by operating after-school and weekend programming;
- Addressing, or preventing the abuse of youth by providing counselling about coping with bullying or peer pressure;
- Providing youth with structured group discussions, instructional workshops or psychological counselling sessions;
- Providing interaction between qualified individuals and youth (experienced adult supervisors that are available for listening, that interact with the youth)
- Providing opportunities for youth to participate in supervisory or administrative capacities in a monitored environment;
- Advocating on the youth's behalf for rights or services;
- Providing programs to present and resolve identified issues;
- Conducting workshops and discussion groups on identified topics, such as drug or alcohol abuse, depression, anxiety, eating disorders

- Teaching life skills (budgeting, cooking)
- Providing activities that develop emotional and moral maturity to the youth, the ability to effectively interact with others, teamwork, and leadership skills
- Supervised opportunities to learn appropriate social interaction skills.
- To promote activities through which funds may be raised to support the activities of OUTLOUD
- To plan for the continued operations of OUTLOUD and its programs through the recruitment and training of volunteers

## **Article 5 - BYLAWS**

The Board of Directors may pass such By-laws as it sees fit to control and regulate the activities of OUTLOUD. Such By-laws come into force immediately upon approval of the Board. The Board of Directors may alter or rescind any existing By-laws. No By-laws may be accepted which contravene any applicable Act or legislation.

5.1 Head Office - The head office of OUTLOUD shall be located in the City of North Bay, in the Province of Ontario, at such address as the Board may, by Ordinary Resolution, determine.

5.2 Membership - OUTLOUD has one (1) class of Membership:

Member - An individual, corporation or organization who is actively engaged in the mission of OUTLOUD. The members shall be: Staff of OUTLOUD; Volunteers of OUTLOUD; Any parents of youth participating in OUTLOUD's programming; Board members or Officers; Anyone granted membership by the Board.

5.3 Every member shall uphold the constitution and comply with these Bylaws.

5.4 Duration - Membership is accorded on an annual or monthly basis.

5.5 Any member whose child ceases to be a member of OUTLOUD shall also cease to be a member.

5.6 A member may be expelled from OUTLOUD by a special resolution of the members, passed in a General Meeting called for that purpose;

5.7 Notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion;

5.8 The person who is the subject of the proposed resolution shall be given the opportunity to be heard at the General Meeting before the special resolution shall be put to a vote.

5.9 All members are members in good standing except a member who has failed to pay the annual or monthly fee to or any other subscription or debt due and owing by them to Outloud and are not in good standing until the debt is paid.

### **Change of Terms/Conditions of Membership**

5.10 Pursuant to Subsection 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendments if those amendments affect membership rights and/or conditions .

### **Membership Dues**

5.11 Dues - Membership dues for Members shall be as determined by the Board.

## **Article 6 – FINANCE AND MANAGEMENT**

6.1 Fiscal Year - The fiscal year of OUTLOUD shall end on June 30, or such other period as the Board may from time to time determine.

6.2 Auditor - At each Annual General Meeting the Members shall appoint an Auditor, by Ordinary Resolution, in accordance with the Act. The auditor will hold office until the next Annual General Meeting.

6.3 Annual Financial Statements - OUTLOUD shall send to the Members a copy of the annual financial statements and other documents referred to in Subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, a summary may be sent to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge.

6.4 Books and Records - The Board shall ensure that all books and records required to be kept by the Act, the Constitution, or these Bylaws are regularly and properly kept. All books and records will be available for viewing in accordance with the Act.

6.5 Financial Institutions - The banking business of OUTLOUD, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time.

## **Article 7 - GOVERNANCE**

### **Composition of the Board of Directors**

7.1 Directors - The Board shall consist of not less than three (3) and not more than ten (10) Directors, the number of which will be determined by Ordinary Resolution of the Members.

7.2 Managing the Affairs of the Corporation - The Board shall make policies and procedures for managing the affairs of OUTLOUD in accordance with the Act, the Constitution and these Bylaws.

7.3 Employment of Individuals - The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Corporation.

7.4 Other Duties - Perform any other duties from time to time as may be in the best interests of the Corporation.

### **Election and Appointment of Directors**

7.5 Eligibility - Any individual who is 19 years of age or older and who has the power under law to contract, may be nominated for election or appointment as a Director.

7.6 Nomination - Applications for nomination shall be sent to each Member, and to groups and individuals whom the Board wishes to reach in order to fulfill representation

7.7 The election of Directors shall take place prior to the Annual General Meeting. The nominees receiving the greatest number of votes in accordance with the number of vacant positions shall be declared elected.

7.8 Appointment - An appointment of a Director shall occur as follows:

1. Any eligible individual may be nominated by a Director with the support of at least one (1) other Director;
2. The number of appointed Directors shall not exceed one-third or a maximum of three (3) Directors.

### **Officers**

7.9 Officers - The Officers are the Chair, the Vice-Chair, the Secretary, and the Treasurer. Officers are appointed by the Board at the Board's first meeting following the Annual General Meeting.

- I. The secretary shall keep the records of OUTLOUD and shall perform such duties as may be delegated by the Board.
- II. The treasurer shall ensure that the financial records of OUTLOUD are kept in the manner required by the Act and shall provide financial statements to the Directors, members, and others when required.
- III. The Chair of the Board shall be the Chief Officer of OUTLOUD.
- IV. The Co-Chair shall generally assist the Chair and shall, in the event of the absence or disability of the Chair, perform all said duties and processes associated with that office.

7.10 Vacancy - Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a Director to fill the vacancy, except in the case of the Chair, where such vacancy shall be filled by the Vice-Chair.

7.11 Removal - An Officer may be removed by Special Resolution of the Board in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

7.12 Removal - The Board may remove any member it has appointed to any committee or dissolve any committee.

### **Conflict of Interest**

7.13 Conflict of Interest - In accordance with Section 141 of the Act, a Director, Officer, or member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with OUTLOUD shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

### **Meetings**

7.14 Types of Meetings - Meetings of Members shall include Annual General Meetings and Special General Meetings.

7.15 Notice - Written notice of meetings shall be given to all Members at least ten (10) days prior to the date of the meeting. Notice shall contain a proposed agenda and reasonable information to permit Members to make informed decisions at the meeting.

7.16 Annual General Meeting - OUTLOUD shall hold an Annual General Meeting of all Members at such time and place as may be determined by the Board and which shall be held no later than fifteen (15) months after the last Annual General Meeting and six (6) months after the end of the previous fiscal year, as required by the Act. At every Annual General Meeting, in addition to other business that may be transacted, the financial statements and the report of the auditor will be presented.

7.17 Meetings by Electronic Means - A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting

7.18 Participation in Meetings by Electronic Means - Any Member entitled to vote at a meeting may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed to be present at the meeting.

7.19 Quorum – Fifty percent (50%) of voting members will constitute quorum.

7.20 Voting - Unless specified otherwise, questions at meetings shall be decided by Ordinary Resolution, where a tie vote shall fail. Voting shall be by a show of hands.

## **Article 8 – FUNDAMENTAL CHANGES**

8.1 Fundamental Changes - Section 197 of the Act requires a special resolution (2/3 vote) of all Members (whether voting or non-voting) to make the following fundamental

changes to the Bylaws or articles of the Corporation. Fundamental changes are defined as follows:

1. Change in the Corporation's name;
2. Change in the Province in which the Corporation's registered head office is situated;
3. Add, Change or remove any restriction on the activities that the Corporation may carry on;
4. Create a single class or group of Members;
5. Change a condition required for being a Member;
6. Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
7. Divide any class or group of members into two or more classes or groups, and fix the rights and conditions of each class or group;
8. Add, change or remove a provision respecting the transfer of a membership;
9. Subject to Section 133 of the Act, increase or decrease the maximum or minimum number of Directors;
10. Change the statement of the purpose of the Corporation;
11. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
12. Change the manner of giving notice to members entitled to vote at a meeting of members;
13. Change the method of voting by members not in attendance at a meeting of members; or
14. Add, change or remove any other provision that is permitted by this Act to be set out in the articles.

## **Article 9 - DISSOLUTION**

9.1 Dissolution - After the organization dissolves and pays all its debts and liabilities, it will distribute or dispose of its remaining property to qualified donees as described in subsection 149.1 (1) of the Income Tax Act.

## **Article 10 – ADOPTION OF BYLAWS**

10.1 These Bylaws are adopted by OUTLOUD's Board of Directors at a meeting of the Board duly called and held on October, 4, 2020.